Goldman Sachs & Co. LLC – Private Wealth Management

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This brochure provides information about the qualifications and business practices relating to the investment advisory business of the Private Wealth Management group of Goldman Sachs & Co. LLC. If you have any questions about the contents of this brochure, please contact your Private Wealth Management team at the number provided on your monthly statement or at (212) 902-1000. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority. Investment adviser registration does not imply a certain level of skill or training.

Additional information about Goldman Sachs & Co. LLC's Private Wealth Management group is available on the SEC's website at www.adviserinfo.sec.gov.

April 28, 2017

A separate brochure has been prepared for Goldman Sachs & Co. LLC's Merchant Banking Division. For ease of reference, capitalized terms that are defined in this brochure are also set forth in the Glossary.

Item 2 - MATERIAL CHANGES

This brochure ("Brochure") is dated April 28, 2017, and is being updated to reflect the name change of GS&Co. There have been no material changes to the Brochure from the last annual update dated March 31, 2017.

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Item 4 - ADVISORY BUSINESS

Introduction

This Brochure describes the investment advisory services offered by the Private Wealth Management group ("PWM") of Goldman Sachs & Co. LLC ("GS&Co."). PWM primarily provides advisory services to high-net worth individuals and institutional clients and helps clients build and preserve their financial wealth. PWM operates through offices located in Atlanta, Boston, Chicago, Dallas, Houston, Los Angeles, Miami, New York, Philadelphia, San Francisco, Seattle, Washington, D.C. and West Palm Beach. Unless otherwise specified, references in this Brochure to "clients" mean PWM clients and references to the advisory services provided by GS&Co. mean the advisory services provided by PWM.

GS&Co.'s principal owner is The Goldman Sachs Group, Inc., a publicly traded bank holding company and financial holding company under the Bank Holding Company Act of 1956, as amended ("BHCA"), and a worldwide, full-service financial services organization. GS&Co. has been a registered investment adviser with the U.S. Securities and Exchange Commission ("SEC") since 1981. The Goldman Sachs Group, Inc., GS&Co. and their respective affiliates, directors, partners, trustees, managers, members, officers and employees are referred to collectively as "Goldman Sachs."

The Merchant Banking Division ("MBD"), a separate division of GS&Co., also provides advisory services and manages certain investment limited partnerships that are offered to clients on a private placement basis. MBD's advisory services are described in a separate brochure that is available on the SEC's website at www.adviserinfo.sec.gov.

Private Wealth Management Advisory Services

PWM offers discretionary and non-discretionary investment advisory services. Client accounts for which PWM serves as investment adviser are referred to as "Advisory Accounts." Advisory Accounts may be managed directly by a client's relationship manager ("Private Wealth Advisor") or by teams of portfolio management personnel within PWM, including a team that offers customized asset-allocation portfolios ("Portfolio Management Teams"). Private Wealth Advisors and Portfolio Management Teams are collectively referred to as "Advisory Personnel."

Private Wealth Advisors

Private Wealth Advisors provide clients with investment advisory services, including providing asset allocation and portfolio construction recommendations as well as managing Advisory Accounts across a broad range of asset classes and investments.

Private Wealth Advisors may select or recommend that clients appoint GS&Co. or its affiliates to manage all or a portion of a client's assets. Private Wealth Advisors may manage Advisory Accounts by investing in one or multiple asset classes and types of investments, which may include certain equity and fixed income securities, structured investments, options, master limited partnerships ("MLPs"), mutual funds, exchange-traded funds ("ETFs"), and other securities and investments. Affiliates of GS&Co. that act as investment adviser or manager of investment companies or pooled vehicles may act as investment adviser or manager for certain of these investments or assets. Private Wealth Advisors may also recommend managers through GS&Co.'s wrap fee program known as "Managed Account Strategies," including managers that are affiliated with Goldman Sachs ("Affiliated Managers") and managers that are unaffiliated with Goldman Sachs (including where Goldman Sachs-advised accounts hold equity, profits or other interests in investment advisers that Goldman Sachs does not control) ("Unaffiliated Managers," and together with Affiliated Managers, "Managers"). With client authorization, Private Wealth Advisors may allocate, rebalance and reallocate client assets among Advisory Accounts, including to accounts participating in Managed Account Strategies. Information about GS&Co. as sponsor of Managed Account Strategies is available in the GS&Co. Wrap Fee Program Brochure. Information about Managers participating in Managed Account Strategies is available in the Form ADV brochure for the applicable Manager.

Advisory Accounts may invest in mutual funds and ETFs that are managed, sponsored or advised by investment managers that are not affiliated with GS&Co. or its affiliates ("Third-Party Funds") and third party mutual funds that meet PWM's eligibility criteria for inclusion in the Advisory Mutual Fund Strategies ("Fund Strategies") program. PWM or an affiliate, including Goldman Sachs Asset Management, L.P. ("GSAM"), provides investment advisory services by evaluating and selecting Third-Party Funds.

Private Wealth Advisors – Retirement Plan Accounts

For clients that are Retirement Plans, Private Wealth Advisors provide recommendations or investment advice (that may form a primary basis of any Retirement Plan's investment decisions) as part of investment advisory services only where GS&Co. has agreed in writing to do so with respect to the particular account. Where Private Wealth Advisors provide recommendations or investment advice pursuant to such agreement, generally, such recommendations and advice will be limited to investments in ETFs, affiliated mutual funds (subject to the satisfaction of the conditions of Department of Labor Prohibited Transaction Class Exemption 77-4) and cash or cash-equivalents.

With respect to Managed Account Strategies, Retirement Plan Accounts may choose participating Managers either comprised exclusively of Affiliated Managers ("Affiliated Manager Option") or Unaffiliated Managers ("Unaffiliated Manager Option"). GS&Co. does not provide advice, make recommendations or otherwise assist Retirement Plan Accounts in deciding whether to select the Affiliated Manager Option or the Unaffiliated Manager Option. That selection will be the sole responsibility of the Retirement Plan Account and no information provided by GS&Co. may form a primary basis for, or otherwise be considered in making, this selection. GS&Co. does not act as a "fiduciary" within the meaning of the Employee Retirement Income Security Act of 1974 ("ERISA") or have any responsibility or liability for the Retirement Plan account's selection of either the Affiliated Manager Option or the Unaffiliated Manager Option. However, once a Retirement Plan Account chooses an option, GS&Co. may assist the Retirement Plan Account in identifying, evaluating, and selecting one or more potential Managers within the option selected.

If a client maintains both Retirement Plan Accounts and other advisory accounts (that are not Retirement Plans) with GS&Co., any advice or recommendations made by GS&Co., including Private Wealth Advisors or any other GS&Co. personnel, for an account that is not a Retirement Plan cannot be relied on as a primary basis for any decision made by a Retirement Plan, which may present different considerations.

Portfolio Management Teams

Portfolio Management Teams manage assets in Advisory Accounts for clients of GS&Co. or its affiliates in accordance with the designated investment program for each Advisory Account.

Portfolio Management Teams may manage Advisory Accounts that utilize strategies that invest in particular asset classes and investments. The various strategies available include those that invest in taxable fixed income (including government and/or corporate and preferred securities), municipal fixed income, structured investments (including structured notes, certificates of deposit, warrants, ownership units and other types of investment interests whose return is dependent upon the returns of one or more referenced assets) and listed and over-the-counter ("OTC") options.

GS&Co. may also offer customized multi-asset class allocation portfolios. The Portfolio Management Team responsible for the offering generally relies on strategic and tactical asset allocation recommendations prepared by the Investment Strategy Group ("ISG"). They implement a client's customized multi-asset class allocation by selecting investment options and allocating client assets (or recommending the selection of investment options and the allocation of assets) and periodically rebalancing them among a broad range of investment strategies, including but not limited to, pooled investment vehicles (both public and private), separately managed accounts, including those managed by other Portfolio Management Teams, public securities, and derivative instruments. Investment strategies may be sponsored, managed, or advised by Affiliated Managers ("Affiliated Products") or sponsored, managed or advised by Unaffiliated Managers ("External Products"), and may employ a broad range of investment strategies, including but not limited to, passive investment strategies, long-only investment strategies (e.g., ETFs, mutual funds, and private investment funds) and alternative investment strategies (e.g., hedge funds, funds of hedge funds, private equity funds, funds of private equity funds and real estate funds), if approved by PWM.

Investment Restrictions

Clients may impose reasonable restrictions on the management of their Advisory Accounts, including prohibiting investments in particular securities or types of investments, provided that GS&Co. accepts such restrictions. Clients should be aware that the performance of Advisory Accounts with restrictions may differ from the performance of Advisory Accounts without restrictions. Restrictions do not apply to underlying investments in pooled investment vehicles, structured notes, or other similar instruments. GS&Co. may, in its discretion, hold the amount that would have been invested in the restricted security in cash/cash equivalents, invest in substitute securities, or invest it across the other securities in the strategy that are not restricted.

Wrap Fee Programs

Although GS&Co. is the sponsor of a wrap fee program known as Managed Account Strategies, GS&Co. does not participate as an investment manager in any wrap fee programs.

Assets Under Management

PWM clients may elect to have assets managed by Private Wealth Advisors, Portfolio Management Teams, GSAM or Affiliated Managers or Unaffiliated Managers, including those in our Managed Account Strategies wrap fee program. As of December 31, 2016, assets managed by Private Wealth Advisors and Portfolio Management Teams were $125,023,768,000 of which approximately $124,313,493,000 was managed on a discretionary basis and approximately $710,275,000 was managed on a non-discretionary basis. These figures include investments in pooled vehicles reflected in Advisory Accounts that are managed by another division within GS&Co. or by an affiliate, and excludes assets managed by The Ayco Company, L.P.

Item 5 - FEES AND COMPENSATION

Fees for Advisory Services

Please note that, with respect to Retirement Plans, GS&Co.'s ability to collect certain fees and other compensation (including certain of those described in *Underlying Fund Fees and Compensation for the Sale of Securities and Other Investments*, below), to engage in certain transactions (including principal trades) and provide certain services may be limited by ERISA, the Internal Revenue Code of 1986 ("IRC") and regulations promulgated thereunder.

Clients generally compensate GS&Co. for its advisory services through the payment of an advisory fee that is calculated as a percentage of assets in the Advisory Account.

The advisory fee paid by each client for an Advisory Account is set forth on the applicable fee schedule signed by the client. We offer two advisory pricing models to meet our clients' needs; a comprehensive advisory fee model ("Comprehensive Advisory Services Program" or "CASP") and a strategy based advisory fee model. Before agreeing to a pricing model, clients should take into consideration factors such as their financial needs and circumstances, investment objectives, services provided under the particular model, client preference, the size of the account and any other relevant factors. Generally, CASP has certain diversification requirements and is more appropriate for clients who will invest across a number of asset classes rather than investing in one or two managed strategies. Certain account fees and expenses may be more or less expensive depending on the model chosen. The investment advisory fee payable to GS&Co. may vary depending on a number of factors. Actual fees paid may be negotiated and may differ from those in the fee schedule in Appendix A of this Brochure. A client may pay more or less than other clients invested in similar strategies or products. Amounts may vary as a result of negotiations, discussions, and/or factors that may include the particular circumstances of the client, such as the pricing model, the size of the relationship, required service levels and the asset class to which each strategy is attributable. The same strategy or product can be subject to different fee schedules based on the Private Wealth Advisor’s management of the advisory account or the client’s agreement with GS&Co. on a particular advisory strategy. For clients with multiple asset class strategies, the client may agree to a single advisory fee for all asset classes or separate fees for certain strategies. Finally, if a client has a CASP fee arrangement for advisory services, portfolio manager fees and execution charges, where applicable, will apply in addition to the single advisory fee.

Absent special circumstances, the fees set forth in Appendix A represent the maximum advisory fees clients may be charged. Certain employees of the firm or an affiliate may receive advisory services at lower rates or on a fee free basis and may be able to invest at lower minimum amounts than clients currently invest.

As described in more detail below, clients may pay commissions, commission equivalents, mark-ups, mark-downs and spreads in addition to paying advisory fees. GS&Co. may waive commissions and mark-ups/mark-downs to which it is otherwise entitled for transactions, including in certain equity and fixed income strategies managed by Advisory Personnel. These strategies and any other investment strategies for which GS&Co. may in the future determine to waive commissions and mark-ups/mark-downs are collectively referred to as “Execution Charge Waived Strategies.” During the time that the waiver is in effect, GS&Co. will continue to receive the investment advisory fees charged for such Execution Charge Waived Strategies, as well as the spreads and other compensation described in Item 5, Fees and Compensation. The waiver is not intended to affect the nature of the investment advice provided. Goldman Sachs may, in its discretion, elect to charge (or reinstate) commissions and mark-ups/mark-downs for Execution Charge Waived Strategies at any time.

The Execution Charge Waived Strategies are subject to the fee schedule set forth in Appendix A. However, the presence of the waiver may make it less likely that GS&Co. would be willing to negotiate below its standard fee schedule. Clients may be able to obtain the same investment advisory and brokerage services that are offered for the Execution Charge Waived Strategies separately through Goldman Sachs or other firms, and the cost of obtaining the services separately may be more or less than the investment advisory fees charged for the Execution Charge Waived Strategies depending on the anticipated trading activity.

While a “balanced” fee schedule is no longer offered, certain clients may have entered into a balanced fee schedule where the same fee is charged across all assets in their Advisory Account. Clients with a balanced fee schedule should understand that their fee is based on, among other factors, their proposed asset allocation at the time of agreeing to the balanced fee. The fees paid by clients with a balanced fee schedule and those paid by clients that negotiated a flat fee (i.e., a set dollar amount) may vary from the fee schedule.

GS&Co. maintains a limited number of commission-based Advisory Accounts that pay Execution Charges and other applicable fees and expenses instead of asset-based advisory fees.

In certain circumstances where GS&Co. and the client agree in writing, clients may pay an asset-based advisory fee for asset allocation advice on assets designated by the client that were not purchased through, and are not managed by, Goldman Sachs.

Calculation and Deduction of Advisory Fees

Advisory fees paid by clients for Advisory Accounts are charged quarterly in arrears based on the average market value of the assets in the account during the previous quarter. Average market value is generally determined using end-of-day quantities and an end-of-month market price for each security. Fees are prorated and due upon termination or for partial periods.

Advisory fees are automatically deducted from the client's Advisory Account unless other arrangements have been agreed upon between the client and GS&Co. In the case of Advisory Accounts held at a third-party custodian, clients generally direct their custodian to have their fees and expenses debited from the Advisory Account for credit to GS&Co.

Other Fees and Expenses in Connection with GS&Co.'s Advisory Services

Clients may pay commissions, commission equivalents, mark-ups, mark-downs and spreads (collectively, "Execution Charges") in addition to paying advisory fees. Clients may also pay fees for custody, administrative services and consolidated reporting, as well as underlying mutual fund and private investment fund fees and expenses.

Execution Charges

Clients who pay Execution Charges will do so at rates determined by Goldman Sachs. These rates may be negotiated, and clients may pay more or less in Execution Charges than similar clients for identical transactions, including those effected through Goldman Sachs. Execution Charges paid by similar clients may differ depending on the particular circumstances of the client, including the size of the relationship and required service levels. Goldman Sachs generally charges clients commissions according to the commission schedules agreed to between them. However, there may be circumstances where Goldman Sachs may charge commissions for investments or transactions that are not covered by the commission schedule. In addition, Goldman Sachs retains the right to waive commissions and mark-ups/mark-downs for certain clients or investment strategies in its discretion. A description of the different types of Execution Charges that clients may pay is provided below.

Execution Charge	**Description and Applicability**
Commissions	The amount charged by a broker for purchasing or selling securities or other investments as an agent for the client, as disclosed on the client's trade confirmations. Commissions may be charged in connection with transactions involving equities and fixed income securities, structured investments, MLPs, ETFs, listed options on equities and any other securities traded as agent.
Commission Equivalents	The amount charged by a dealer for purchasing or selling securities or other investments in certain riskless principal transactions (that is, transactions in which a dealer, after having received an order to buy or sell from a client, purchases or sells the security from another person to offset the client transaction).
Spreads	The difference between the current purchase or bid price (that is, the price someone is willing to pay) and the current ask or offer price (that is, the price at which someone is willing to sell). The spread is included in the price of the security. The difference or spread narrows or widens in response to the supply and demand levels of the security. Spreads may be included in transactions involving fixed income securities, structured investments and currencies. Transactions may include a spread in addition to other execution charges such as mark-ups/mark-downs.

Execution Charge	Description and Applicability
Mark-ups/Mark-downs	A mark-up is the price charged to a client, less the prevailing market price, which is included in the price of the security. A mark-down is the prevailing market price of a security, less the amount a dealer pays to purchase the security from the client, which is included in the price of the security. Mark-ups/mark-downs may be included in transactions involving fixed income securities, structured investments and currencies.

Goldman Sachs generally executes transactions for certain fixed income strategies managed by Advisory Personnel on a principal basis and charges a mark-up/mark-down that appears as part of the net price confirmed to the client. PWM executes a significant volume of fixed income trades through third-party broker-dealers and may execute certain fixed income trades for certain strategies on an agency basis ("Agency Trading Option"). In the case of the Agency Trading Option, clients may be charged an explicit commission that is disclosed on their trade confirmations rather than a mark-up/mark-down. Additionally, the Agency Trading Option is available to clients that express a preference not to trade with GS&Co. as principal for certain fixed income strategies. Notwithstanding this client preference, GS&Co. retains the right to continue to trade as principal (to the extent permitted by law) in order to provide eligible clients with access to new issues or for best execution. GS&Co. generally executes transactions in certain non-U.S. equities and pooled investment vehicles, including ETFs, on a principal basis and charges a commission equivalent for such transactions.

Goldman Sachs generally executes transactions in certain non-U.S. equities and pooled investment vehicles, including ETFs, on a principal basis and charges a commission equivalent for such transactions. Derivative transactions carry an embedded mark-up to compensate Goldman Sachs (or other derivative counterparty) for executing the transaction and taking market risk. Certain derivative transactions are subject to the Dodd-Frank Wall Street Reform and Consumer Protection Act and/or European Market Infrastructure Regulation requirements, which may include additional fees depending upon the type of transaction and service clients choose (subject to eligibility requirements).

Transactions in American Depositary Receipts ("ADRs") generally include certain embedded execution costs including conversion or creation fees, foreign exchange costs and foreign tax charges.

GS&Co. is currently waiving the commissions and/or mark-ups/mark-downs to which it would otherwise be entitled for transactions in certain Execution Charge Waived Strategies. Accordingly, clients that invest in Execution Charge Waived Strategies (including through the Agency Trading Option) pay investment advisory fees and all other fees and expenses that typically apply to the strategies, except for commissions and mark-ups/mark-downs. These other fees and expenses include spreads and charges for custody and administrative services, consolidated reporting services and the underlying fund fees discussed below. Goldman Sachs may, in its discretion, elect to charge (or reinstate) commissions and mark-ups/mark-downs for the Execution Charge Waived Strategies at any time. In addition, Goldman Sachs may elect to waive commissions and mark-ups/mark-downs for other investment strategies in the future.

Goldman Sachs, like any other broker-dealer executing a transaction, may have commercial interests in transactions that are not always aligned with the interests of Advisory Accounts, such as obtaining favorable rates on Execution Charges. As described in Item 11, Code of Ethics, Participation or Interest in Client Transactions and Personal Trading, personnel of Goldman Sachs ("Personnel"), including Private Wealth Advisors, receive referral or brokerage compensation in connection with transactions effected for Advisory Accounts. For information about GS&Co.'s brokerage practices, please refer to Item 12, Brokerage Practices.

Custody and Administrative Services

Clients may pay an annual custody fee for operational and administrative support for their Advisory Accounts. The amount of the custody fee varies based on the client's relationship with GS&Co. and the amount of assets under management. The amount of the custody fee appears on the client's statement for the month in which the fee is charged.

Consolidated Reporting Services

In certain circumstances, clients may pay an additional fee to GS&Co. for providing reporting on assets held away from GS&Co. at unaffiliated custodians, as well as assets custodied with GS&Co.

Underlying Fund Fees

Clients invested in pooled investment vehicles pay all fees and expenses applicable to an investment in the funds, including fixed fees, asset-based fees, performance-based fees, carried interest, incentive allocation and other compensation, fees, expenses and transaction charges payable to the managers in consideration of the managers' services to the funds and fees paid for advisory, administration, distribution, shareholder servicing, subaccounting, custody, subtransfer agency and other related services, or "12b-1" fees. All or a portion of these fees may be paid to Goldman Sachs as described in Item 10, Other Material Relationships with Affiliated Entities. All fees and expenses are generally in addition to the advisory fees each Advisory Account pays to GS&Co. In addition, a manager of a private investment fund managed by Goldman Sachs may receive deal fees, sponsor fees, monitoring fees or other similar fees for services provided to portfolio companies. The fees and expenses imposed by a private investment fund may offset trading profits and, therefore, reduce returns. An investor in a fund-of-funds vehicle also bears a proportionate share of the fees and expenses of each underlying investment fund. These fees and expenses may differ depending on the class of shares or other interests purchased.

Generally, compensation received by Goldman Sachs related to various services provided to pooled investment vehicles is retained by Goldman Sachs. Except to the extent required by applicable law, GS&Co. is not required to offset such compensation against fees and expenses the client may otherwise owe Goldman Sachs.

Prepaid Fees

GS&Co. does not charge clients advisory fees in advance.

Compensation for the Sale of Securities and Other Investments

GS&Co. and Private Wealth Advisors receive compensation for the sale of securities, banking products and other investments and services provided to clients. Such compensation creates a potential conflict of interest that may give GS&Co. and Private Wealth Advisors an incentive to recommend such securities, other investments, and a particular pricing model based on the compensation received. Fees may be higher for some investments and services, and the compensation directly or indirectly paid to GS&Co. and Private Wealth Advisors may be greater in certain cases. Clients are not entitled to receive compensation related to any business of Goldman Sachs.

As discussed above, Goldman Sachs may receive fees in connection with the sale of mutual funds, and may receive "12b-1" fees or other compensation from affiliates of a mutual fund in connection with the sale of those products. GS&Co.'s recommendation of securities and other investments where Goldman Sachs shares in the fees and profits may result in additional compensation to Goldman Sachs. In such arrangements, payments to Goldman Sachs generally increase as the amount of assets invested by clients in such securities and other investments increases. This may create an incentive for GS&Co. to recommend or select investments that are advised, managed or sponsored by Goldman Sachs. GS&Co.

has attempted to limit the potential conflicts of interest associated with selecting between the Third-Party Funds and affiliated mutual funds by implementing a compensation structure where the compensation paid to Private Wealth Advisors does not vary based on whether the Advisory Account invests in a Third-Party Fund or an affiliated fund in the same asset class.

Goldman Sachs also may have a variety of banking, financial, or service relationships with regard to securities and other investments, including relationships with their principal underwriters, investment advisers, sponsors or other service providers. These relationships may include acting as a broker or a dealer, engaging in foreign exchange transactions or directing the sale of securities or other financial instruments. In some instances, investment managers of particular investments, or their affiliates, may have relationships with Goldman Sachs, including serving as an investment manager in programs sponsored by GS&Co. As a result, GS&Co. may have an incentive to recommend these securities and other investments. GS&Co. may also have a financial incentive to allocate Advisory Account assets to Affiliated Products, rather than to External Products.

Clients may allocate assets to traditional separate accounts managed by Advisory Personnel or an affiliate or to wrap fee accounts, that is, accounts for which the client's advisory fee covers all fees or charges of GS&Co., including brokerage commissions and commission equivalents on agency transactions executed through GS&Co. and custodial and administrative charges. Wrap fee accounts may be managed by Affiliated Managers or Unaffiliated Managers. Because Goldman Sachs is currently waiving the commissions and mark-ups/mark-downs to which it would otherwise be entitled for transactions in Execution Charge Waived Strategies, clients that invest in such strategies (including through the Agency Trading Option) similarly are charged a single asset-based fee that covers investment advice as well as commissions and mark-ups/mark-downs.

GS&Co. may also offer clients the opportunity to allocate assets to traditional separate accounts managed by Advisory Personnel or an affiliate. The advisory fee paid for traditional separate accounts does not include Execution Charges, custodial and other fees. If the wrap fee or the investment advisory fee charged to Execution Charge Waived Strategies is not priced to account for the total cost of Execution Charges expected to be generated in a traditional separate account, the client may pay more for the traditional separate account. The amount of compensation received by Goldman Sachs and Advisory Personnel in connection with a wrap fee account advised by Goldman Sachs or Advisory Accounts investing in Execution Charge Waived Strategies (including through the Agency Trading Option) may differ from the compensation received by Goldman Sachs and Advisory Personnel in connection with a traditional separate account also advised by Goldman Sachs. Any such differentials in compensation may create a financial incentive on the part of GS&Co. and Private Wealth Advisors to recommend or, if applicable, select one advisory program, Manager, asset class or investment strategy over another.

In addition to the disclosures contained in this Brochure, these and other potential conflicts of interest may be disclosed in strategy-specific documents provided to clients from time to time and in GS&Co.'s investment advisory agreement with the client.

Availability of Securities and Other Investments

Certain of the securities and other investments that GS&Co. recommends or selects for Advisory Accounts may be available for purchase through a GS&Co. brokerage account or an unaffiliated financial institution. Clients who purchase securities and investments outside of their Advisory Accounts do not incur the advisory fees described in this Brochure, and any other fees and expenses may differ from those GS&Co. charges to Advisory Accounts. In those circumstances, however, such clients do not receive the investment advice and other services that GS&Co. provides to clients with Advisory Accounts.

Fee Offset for Execution Charges

GS&Co. does not reduce its advisory fees to offset Execution Charges, including commissions that it receives, except to the extent required by applicable law.

Item 6 - PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

GS&Co. may receive an allocation for performance fees for accounts managed by its affiliates or advisers although GS&Co. does not charge such pricing at the Advisory Account level.

Item 7 - TYPES OF CLIENTS

Types of Clients

Many of PWM's clients are individuals who may invest their assets with us directly as individuals or through private investment vehicles, such as privately held corporations, partnerships, limited liability companies, and trusts and estates. PWM also provides investment advisory services to institutional clients, including charitable organizations, pension plans, corporations, and other business entities.

Account Requirements

GS&Co. generally requires clients to have assets with GS&Co. of at least $10,000,000. To open an advisory or managed account at GS&Co., clients must have at least $1,000,000 under the management of GS&Co., or have a net worth of more than $2,000,000 (including assets held jointly with a spouse).

To open or maintain an Advisory Account with GS&Co., clients are required to sign an investment advisory agreement that, among other things, describes the nature of the investment advisory authority granted to GS&Co. All clients also select an investment objective and provide portfolio goals for all accounts held in the same name, both of which reflect their investment goals and risk tolerance for that account holder's portfolio with GS&Co.

Item 8 - METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Significant Investment Strategies, Methods of Analysis and Material Risks

Private Wealth Advisors: Advisory Accounts managed by Private Wealth Advisors may invest in multiple asset classes. Different Private Wealth Advisors may use different tools, analysis and other inputs to manage Advisory Accounts. Private Wealth Advisors may rely on strategic and tactical asset allocation recommendations prepared by ISG, a team of GS&Co. investment professionals that serve as a resource for Private Wealth Management teams. However, there is no guarantee that any Advisory Account will in fact track ISG's recommendations. When managing Advisory Accounts, Private Wealth Advisors may also use model portfolios provided by GSAM ("Models") and research or research lists ("Research") published by Goldman Sachs, or use a variety of other investment analysis tools. The Models or Research may cease to be published at any time, in which case the Advisory Account will need to be managed differently.

Private Wealth Advisors responsible for managing multiple Advisory Accounts may make different investment decisions for each Advisory Account based on, among other things, different client characteristics, including investment objectives, risk tolerance, investment time horizon and financial circumstances. As a result, the management of Advisory Accounts with similar investment strategies may differ among Private Wealth Advisors based on different methodologies, asset allocation implementation, and client investment goals.

Portfolio Management Teams: Portfolio Management Teams may manage Advisory Accounts that utilize strategies investing in particular asset classes and investments, including taxable fixed income (government and/or corporate), municipal fixed income, structured investments (including structured notes, certificates of deposit, warrants, ownership units and other types of investment interests whose return is dependent upon the returns of one or more referenced assets), and listed and OTC options. Depending on the strategy selected, there may be embedded leverage in options, futures and other securities.

The methods of analysis vary by Portfolio Management Team and are described below in *Risks Applicable to Advisory Accounts Managed by Portfolio Management Teams* under the applicable strategy. The risks described below for strategies investing in particular asset classes that are managed by Portfolio Management Teams may also apply to Advisory Accounts managed by Private Wealth Advisors invested in those asset classes.

Clients should understand that all investment strategies and the investments made when implementing those investment strategies involve risk of loss and clients and investors should be prepared to bear the loss of assets invested and, in the case of uncovered option strategies, beyond the amount invested. The investment performance and the success of any investment strategy or particular investment can never be predicted or guaranteed, and the value of a client's or an investor's investments fluctuates due to market conditions and other factors. The investment decisions made and the actions taken for Advisory Accounts are subject to various market, liquidity, currency, economic and political risks, and will not necessarily be profitable. Past performance of Advisory Accounts is not indicative of future performance.

General Risks Applicable to Advisory Accounts

This Brochure does not include every potential risk associated with an investment strategy, or all of the risks applicable to a particular Advisory Account. Rather, it is a general description of the nature and risks of the strategies and securities and other financial instruments in which Advisory Accounts may invest. The following risks may apply to strategies managed by Private Wealth Advisors and Portfolio Management Teams:

- *Asset Allocation and Rebalancing Risk* – The risk that an Advisory Account's assets may be out of balance with the target allocation. Any rebalancing of such assets by the Private Wealth Advisor or Portfolio Management Team may be infrequent and, even if achieved, may have an adverse effect on the performance of the Advisory Account's assets.

- *Bankruptcy Risk* – The risk that a company in which an Advisory Account invests may become involved in a bankruptcy or other reorganization or liquidation proceeding.

- *Capital Markets Risk* – The risk that the client may not receive distributions or may experience a significant loss in the value of its investment if the issuer cannot obtain funding in the capital markets.

- *Cash Management Risk* – GS&Co. may invest some of an Advisory Account's assets temporarily in money market funds or other similar types of investments, during which time an Advisory Account may be prevented from achieving its investment objectives.

- *Commodity Risk* – The risk that the client will experience losses because the issuer has direct exposure to a commodity that has experienced a sudden change in value.

- *Concentration Risk* – The increased risk of loss associated with not having a diversified portfolio (i.e., Advisory Accounts concentrated in a geographic region, industry sector or issuer are more likely to experience greater loss due to an adverse economic, business or political development affecting the region, sector or issuer than an account that is diversified and therefore has less overall exposure to a particular region, sector or issuer).

- *Corporate Event Risk* – Investments in companies that are the subject of publicly disclosed mergers, takeover bids, exchange offers, tender offers, spin-offs, liquidations, corporate restructuring, and other similar transactions may not be profitable due to the risk of transaction failure.

- *Counterparty Risk* – An Advisory Account may be exposed to the credit risk of counterparties with which, or the brokers, dealers, custodians and exchanges through which, it engages in transactions.

- *Credit Ratings* – An Advisory Account may use credit ratings to evaluate securities even though such credit ratings might not fully reflect the true risks of an investment.

- *Credit/Default Risk* – The risk of loss arising from a borrower's failure to repay a loan or otherwise meet a contractual obligation. A strategy will be exposed to the credit risk of the counterparties with which, or the brokers, dealers and exchanges through which, it deals, whether it engages in exchange-traded or off-exchange transactions.

- *Cybersecurity Risk* – The risk of attempted cyber-attacks, including denial-of-service attacks, and harm to technology infrastructure and data from misappropriation or corruption. Due to Goldman Sachs' interconnectivity with third-party vendors, central agents, exchanges, clearing houses and other financial institutions, Goldman Sachs, and thus indirectly the Advisory Accounts, could be adversely impacted if any of them is subject to a successful cyber-attack or other information security event. Although Goldman Sachs takes protective measures and endeavors to modify them as circumstances warrant, its computer systems, software and networks may be vulnerable to unauthorized access, issues, computer viruses or other malicious codes and other events that could have a security impact.

- *Data Sources Risk* – Information from third-party data sources to which GS&Co. subscribes may be incorrect.

- *Derivative Investment Risk* – The risk of loss as a result of investments in potentially illiquid derivative instruments, failure of the counterparty to perform its contractual obligations, or the risks arising from margin requirements and related leverage factors associated with such transactions.

- *Differences in Due Diligence Process Relating to External Products and Affiliated Products* –

    - <u>External Products</u>. The selection and evaluation process for External Products is provided by AIMS Long Only Group, which is part of the Alternative Investments & Manager Selection group within Goldman Sachs Asset Management, L.P. ("GSAM"). The AIMS Long Only Group might not consider any external product for certain asset classes for which an affiliated product is available and offered on our platforms. The AIMS Long Only Group has developed a due diligence process focused on identifying and evaluating the investment merits of each External Product. External Products are selected through a multi-step process that includes a due diligence review designed to assess the quality of the candidates and the likelihood of producing appropriate investment results over the long term. An investment committee determines which External Products are available for investment. Although the AIMS Long Only Group reviews the performance history of External Products, none of GS&Co., the AIMS Long Only Group, or any third party calculates or audits the information for accuracy, verifies the appropriateness of the methodology on which the performance is calculated or verifies whether the performance complies with GIPS or any other standard for performance calculation. The methods for calculating performance and forming composites may differ among External Products and performance information may not be calculated on a uniform and consistent basis. Past performance may not be indicative of future results and, as such, prospective clients should not place too much emphasis on External Product performance information. The AIMS Long Only Group periodically reviews the External Products through quarterly calls and annual on-site meetings designed to help understand the evolution of their views and portfolio risk and to monitor various considerations, including capacity, primary performance drivers and organizational and operational changes. The AIMS Long Only Group also monitors risk by evaluating relevant risk metrics (e.g., tracking error, volatility, beta, correlation and concentration), monitoring realized risk versus expected risk to evaluate whether an External Product's risk profile is within expectations, correlation with other investment strategies and compliance with stated investment guidelines. If the AIMS Long Only Group identifies actual or potential concerns regarding an External Product that, in its view, need to be addressed, the AIMS Long Only Group may request that the External Product take appropriate action. In certain circumstances, the AIMS Long Only Group may request certain modifications to an External Product's operations (including staffing of personnel). For particularly severe concerns, the AIMS Long Only Group may recommend that GS&Co. suspend or cancel making the External Product available.

- Affiliated Products. Affiliated Products are not reviewed by the AIMS Long Only Group, but instead undergo a different review process. GS&Co. considers the addition of a new Affiliated Product through a process that reviews the specific strategy, asset class, performance and relative fees in the context of making the Affiliated Product available to clients. In the case of Affiliated Products, the operational infrastructure and internal controls are well understood and are currently in place for other strategies offered to clients. As a result, the review process generally focuses on the specifics of the investment strategy and any unique characteristics, risks or eligibility criteria of the investment strategy. On the whole, the due diligence process for Affiliated Products is significantly less rigorous and substantively different than that for External Products. As a result, Advisory Personnel may select or recommend an Affiliated Product for an Advisory Account that underperforms External Products (or other Affiliated Products) that might have been selected or recommended had the due diligence process applicable to External Products been utilized for Affiliated Products. Furthermore, when Advisory Personnel conduct due diligence of Affiliated Products, they may be restricted from obtaining information they might otherwise request with respect to such Affiliated Products and their sponsors, managers, or advisers as a result of internal informational barriers. If Advisory Personnel do not have access to certain information with respect to an investment product, they may determine not to consider such investment product for an Advisory Account, or, conversely, Advisory Personnel may select an investment product for the Advisory Account notwithstanding that certain material information is unavailable to the Advisory Personnel, each of which could adversely affect the Advisory Account. For example, such Affiliated Product could significantly decline in value, resulting in substantial losses to the Advisory Account.

- *Environmental Risk* – The risk of loss as a result of statutes, rules and regulations relating to environmental protection negatively impacting the business of the issuers.

- *ETF Risk* – ETFs may fail to accurately track the market segment or index that underlies their investment objective.

- *Frequent Trading and Portfolio Turnover Rate Risks* – High turnover and frequent trading in an Advisory Account could result in, among other things, higher transaction costs and adverse tax consequences.

- *Index/Tracking Error Risks* – The performance of an Advisory Account that tracks an index may not match, and may vary substantially from, the index for any period of time and may be negatively impacted by any errors in the index.

- *Interest Rate Risk* – Interest rates may fluctuate significantly, causing price volatility with respect to securities or instruments held by an Advisory Account. Interest rate risk includes the risk of loss as a result of the decrease in the value of fixed income securities due to interest rate increases. Long-term fixed income securities will normally have more price volatility because of interest rate risk than short-term fixed income securities. Risks associated with increasing interest rates are heightened given interest rates are near historic lows, but are expected to increase in the future with unpredictable effects on the markets and Advisory Accounts.

- *Investment Style Risk* – An Advisory Account may outperform or underperform other accounts that invest in similar asset classes but employ different investment styles.

- *Lack of Control Over Investments* – GS&Co. may not always have complete or even partial control over decisions affecting an investment. For example, GS&Co., when acting in an advisory capacity, may acquire investments that represent minority positions in a debt tranche where third-party investors may control amendments or waivers or enforcement. In addition, administrative agents may be appointed under certain facilities in which an Advisory Account may invest that have discretion over certain decisions on behalf of the investors, including the Advisory Account.

- *Liquidity Risk* – The risk that an Advisory Account may not be able to monetize investments and may have to hold to maturity or may only be able to obtain a lower price for investments either because those investments have become less liquid or illiquid in response to market developments (particularly in fixed income securities, such as Variable Rate Demand Notes or Obligations ("VRDN" or "VRDO") that reset daily, weekly, or sometimes less frequently) or adverse investor perceptions. Investments that are illiquid or that trade in lower volumes may be more difficult to value.

- *Low Trading Volume Risk* – The risk that a client may not be able to monetize his/her investment or will have to do so at a loss as a result of generally lower trading volumes of the securities compared to other types of securities or financial instruments.

- *Market/Volatility Risk* – The risk that the value of the assets in which an Advisory Account invests may decrease (potentially dramatically) in response to the prospects of individual companies, particular industry sectors or governments, changes in interest rates and national and international political and economic events due to increasingly interconnected global economies and financial markets.

- *Model Risk* – The management of your Account by GS&Co. in its advisory capacity may include the use of various proprietary quantitative or investment models. There may be deficiencies in the design or operation of these models, including as a result of shortcomings or failures of processes, people or systems. Investments selected using models may perform differently than expected as a result of the factors used in the models, the weight placed on each factor, changes from the factors' historical trends, and technical issues in the construction and implementation of the models (including, for example, data problems and/or software issues). Moreover, the effectiveness of a model may diminish over time, including as a result of changes in the market and/or changes in the behavior of other market participants. A model's return mapping is based on historical data regarding particular asset classes. Certain strategies can be dynamic and unpredictable, and a model used to estimate asset allocation may not yield an accurate estimate of the then current allocation. Operation of a model may result in negative performance, including returns that deviate materially from historical performance, both actual and pro-forma. Additionally, commonality of holdings across quantitative investment managers may amplify losses. There is no guarantee that the use of these models will result in effective investment decisions for your Account.

- *Non-Hedging Currency Risk* – Volatility in currency exchange rates may produce significant losses to an Advisory Account that has purchased or sold currencies through the use of forward contracts or other instruments.

- *Non-US Securities Risk* – The risk of loss as a result of more or less non-US government regulation, less public information, less liquidity and greater volatility in the countries of domicile of the issuers of the securities and/or the jurisdiction in which these securities are traded.

- *Operational Risk* – The risk of loss arising from shortcomings or failures in internal processes or systems of Goldman Sachs, external events impacting those systems and human error. Operational risk can arise from many factors ranging from routine processing errors to potentially costly incidents such as major system failures.

- *Options Risk* – To the extent Advisory Accounts invest in options, they may be subject to the risks described below in connection with GOAS strategies.

- *Requirement to Perform* – When entering into forward, spot or option contracts, or swaps, an Advisory Account may be required, and must be able, to perform its obligations under the contract.

- *Tax-Managed Investment Risk* – The pre-tax performance of a tax-managed Advisory Account may be lower than the performance of similar Advisory Accounts that are not tax-managed.

- *Tax, Legal and Regulatory Risks* – The risk of loss due to increased costs and reduced investment and trading opportunities resulting from unanticipated legal, tax and regulatory changes, including the risk that the current tax treatment of securities, such as MLPs, could change in a manner that would have adverse consequences for existing investors. Regulations, including regulations such as Volcker, may affect the types of transactions that certain clients may enter into with Goldman Sachs and ultimately the performance of the Advisory Accounts or the commercial benefits the client may obtain from Goldman Sachs.

In addition to the applicable risks set forth above, the following risks may apply to MLPs structured as US Royalty trusts:

- *Depletion Risk* – The risk that, because the trusts are not structured to replenish assets through acquisitions or exploration as the assets are depleted, the capacity of the trust to pay distributions will diminish over time and this may be reflected in a lower stock price and the eventual dissolution of the trust. This risk may be offset by technological gains that reduce production costs or increase supply.

- *Unaffiliated Operator Risk* – The risk that the unaffiliated party engaged by the trust to extract resources does not manage the operations prudently or is unable to pay the agreed upon royalties.

<u>Additional Risks Applicable to Multi-Asset Class Allocation Offering</u>

Private Wealth Advisors provide recommendations on multi-asset class portfolios. GS&Co. also offers customized multi-asset class allocation portfolios through a Portfolio Management Team. These portfolios generally invest in a broad range of investment strategies, including but not limited to, pooled investment vehicles (both public and private), separately managed accounts (including those managed by other Portfolio Management Teams), public securities, and derivative instruments, as described below. Investment strategies may be Affiliated Products or External Products, and may employ a broad range of investment strategies, including but not limited to, passive investment strategies, long-only investment strategies (e.g., exchange-traded funds, mutual funds, and private investment funds) and alternative investment strategies (e.g., hedge funds, funds of hedge funds, private equity funds, funds of private equity funds and real estate funds), if approved by PWM.

Advisory Personnel may rely on strategic and tactical asset allocation recommendations prepared by ISG. When reviewing potential investment products for an Advisory Account, they may consider various factors they deem relevant in their sole discretion, which may include quantitative considerations (such as the investment product's returns and performance consistency over specified time periods) and qualitative considerations (such as the investment product's investment objective and process), which may be inherently subjective. Advisory Personnel may give different weights to different factors and the factors may change from time to time. Advisory Personnel may consider, without limitation: (i) product-related factors, such as track record, index comparisons, risk and return assumptions; (ii) the Advisory Personnel's experience and familiarity with particular potential investment products, and, if applicable, the investment management teams managing such investment products or their organizations; (iii) client-driven factors, such as the client's investment objective, the effect on the client's portfolio diversification objectives, consistency with the client's asset allocation model, and the projected timing of implementation; and (iv) factors, such as capacity constraints, and minimum investment requirements, as determined by the Advisory Personnel. Advisory Personnel may consider different factors for different strategies or products. Certain factors play a greater role in the review of certain strategies or products while others play no role at all. Advisory Account performance will be impacted and may not perform as well depending upon the quantitative or qualitative considerations given when recommending or selecting the Affiliated Product or External Product. Advisory Personnel give different weights to different factors depending on whether their review is for an Affiliated Product or for an External Product. For example, Advisory Personnel consider qualitative and subjective factors to a greater extent than quantitative factors when they review an Affiliated Product than they do when they review an External Product. Accordingly, Affiliated Products and External Products are not subject to the same review of quantitative and qualitative characteristics. Advisory Personnel may recommend or select an Affiliated Product over an External Product, and the Affiliated Product that was recommended or selected may not perform as well as the External Product that would have been recommended or selected had the more quantitative review been applied to both Affiliated Products and External Products.

Advisory Personnel will not review the entire universe of External Products that may be appropriate for an Advisory Account. As a result, there may be one or more External Products that would be a more appropriate addition to the Advisory Account than the investment product selected by Advisory Personnel, from the standpoint of the factors that Advisory Personnel have taken into consideration or other factors. Such External Products may outperform the investment product selected for the Advisory Account.

In addition to the risks applicable to the strategies described in this Brochure, additional risks applicable to customized multi-asset class allocations include:

- *Investments in Affiliated Products* – Advisory Personnel may select or recommend Affiliated Products for Advisory Accounts for various reasons, including because the Advisor determines that no appropriate External Product is available at the time on our platform (either in Managed Account Strategies or the Advisory Mutual Fund Strategies program) or that an Affiliated Product is more appropriate for the Advisory Account than any External Products reviewed by the Advisory Personnel. Advisory Personnel will review as potential investments for an Advisory Account such universe of products as they determine in their sole discretion, and the universe of products the Advisory Personnel determine to review may be limited for reasons determined, including: (i) because one or more External Products have not been reviewed or approved by GS&Co. for investment by its advisory clients; (ii) because of administrative or practical considerations, such as time constraints; or (iii) for other reasons determined by the Advisory Personnel. If the Advisory Personnel select or recommend an Affiliated Product for an Advisory Account, the Advisory Personnel will not have canvassed the universe of available External Products and, in such circumstances, there may be one or more External Products that are more appropriate than the Affiliated Product(s) selected or recommended by the Advisory Personnel, including from the standpoint of the factors that the Advisory Personnel have taken into consideration. Affiliated Products generally will not be subject to the same types of operational and other reviews that may be performed with respect to External Products. There may be no External Products available for certain asset classes on our platform. Our decision to offer funds or separate accounts, including internal or external options, is driven by a variety of factors, including the availability of high quality managers, investment minimums, the relative cost of funds as compared to separate accounts, as well as internal as compared to external costs, the access to internal portfolio managers for discussion with clients as well as Advisory Personnel, in our sole judgment, the material performance differential between Internal Products and External Products, the specialized nature of the products, and the ability to customize for clients based on their particular needs and circumstances. Advisory Personnel may be able to select or recommend for the Advisory Account both Affiliated Products and External Products for particular asset classes or strategies within the Advisory Account. As described below, conflicts of interest arise in situations in which Advisory Personnel are permitted to allocate investments to both Affiliated Products and External Products. The differing fee arrangements that apply to investments by Advisory Accounts in Affiliated Products as compared to External Products create a preference for the selection or recommendation of Affiliated Products over External Products.

- *Regulatory Restrictions Applicable to Goldman Sachs* – From time to time, the activities of Affiliated Products may be restricted because of regulatory or other requirements applicable to Goldman Sachs and/or its internal policies designed to comply with, limit the applicability of, or otherwise relate to such requirements. External Products may or may not be subject to the same or similar restrictions or requirements and, as a result, may outperform Affiliated Products.

- *Tactical Tilts* – Advisory Personnel may use tactical investment ideas derived from short-term market views ("Tactical Tilts") for Advisory Accounts. There are material risks related to the use of Tactical Tilts for Advisory Accounts. For example, the timing for implementing a Tactical Tilt or unwinding a position can materially affect the performance of such Tactical Tilt. For various reasons, GS&Co. and its Affiliates may implement a Tactical Tilt, invest in an affiliated fund that may invest in Tactical Tilts, or unwind a position for its client accounts or on its own behalf at a different time than Advisory Personnel do on behalf of Advisory Accounts, or may implement a Tactical Tilt that is different from the Tactical Tilt implemented by Advisory Personnel on behalf of Advisory Accounts, which could have an adverse effect on Advisory Accounts and may result in poorer performance by Advisory Accounts than by Goldman Sachs or other client accounts. In addition, unless otherwise agreed in GS&Co.'s investment advisory agreement with the client, Advisory Personnel monitor an Advisory Account's Tactical Tilt positions only on a periodic basis. Therefore, changes in market conditions and other factors may result in substantial losses to an Advisory Account, and no assurance can be given that a Tactical Tilt position will be unwound before the Advisory Account suffers losses. The use of Tactical Tilts also may include the risk of reliance on models.

- *Target Ranges and Rebalancing* – Certain Advisory Accounts, either generally or with respect to particular asset classes and/or product classes, may allocate to both Affiliated Products and External Products in accordance with target allocations or target ranges. For these Advisory Accounts, the conflicts and risks described above with respect to allocating assets to both Affiliated Products and External Products apply. In addition, to the extent a client designates target allocations or target ranges for Affiliated Products and External Products within an Advisory Account or a particular asset class or strategy within the Advisory Account, allocations of an Advisory Account's assets may, from time to time, be out of balance with the Advisory Account's target ranges for extended periods of time or at all times due to various factors, such as fluctuations in, and variations among, the performance of the investment products to which the assets are allocated and reliance on estimates in connection with the determination of percentage allocations. Any rebalancing by Advisory Personnel of the Advisory Account's assets may have an adverse effect on the performance of the Advisory Account's assets. For example, the Advisory Account's assets may be allocated away from an over-performing investment product and allocated to an under-performing investment product, which could be harmful to the Advisory Account. In addition, the achievement of any intended rebalancing may be limited by several factors, including the use of estimates of the net asset values of the investment products, and, in the case of investments in investment products that are pooled investment vehicles, restrictions on additional investments in and redemptions from such investment products. Similarly, the use of target ranges in respect of product classes may result in an Advisory Account containing a significantly greater percentage of Affiliated Products than would otherwise be the case, including during periods in which Affiliated Products underperform External Products. In such circumstances, there may be one or more External Products that would be a more appropriate addition to an Advisory Account than the Affiliated Products then in the Advisory Account. Such External Products may outperform the Affiliated Products then in the Advisory Account.

Risks Applicable to Advisory Accounts Managed by Portfolio Management Teams

In addition to the risks applicable to all strategies, the specific risks of each strategy should be considered. The following is a description of the strategies managed by Portfolio Management Teams, the methods of analysis used by Portfolio Management Teams in formulating investment advice for Advisory Accounts and the material risks involved in investing in each strategy.

Fixed Income Strategies: Taxable (Corporate and/or Government), Preferred Securities and Municipal Bonds

GS&Co. offers taxable fixed income bond, preferred securities and municipal bond strategies managed by dedicated Portfolio Management Teams. There are several sub-strategies for taxable fixed income investing in US dollar denominated or foreign currency denominated government and corporate investment grade bonds. Taxable fixed income portfolios are composed of individual treasury, agency, sovereign/supranational and/or corporate securities. Clients have the ability to tailor portfolios to be composed of up to 100% government bonds, 100% corporate bonds or a portfolio of both government and corporate bonds and may also specify a desired range of maturities for securities. The primary objectives of the taxable fixed income and municipal bond strategies are seeking relative value, capital preservation and current income.

Municipal bond strategies are customized portfolios of high credit quality municipal bonds and government securities with varying maturities, usually issued by an issuer in the client's state of residence for clients that reside in states with high income taxes. However, Advisory Accounts may purchase out-of-state bonds as well.

Certain municipal bond strategies may purchase odd-lots (defined as individual positions less than or equal to $25,000) in an effort to provide clients with additional yield at favorable prices due to lack of liquidity for these securities. Clients are advised that secondary market liquidity for these odd-lots may vary. Execution may differ from pricing provided by unaffiliated vendors. Clients who invest in these strategies should be prepared to hold bonds until maturity since sales of odd-lots prior to maturity may attract wider spreads. Certain fixed income strategies may be closed to new clients from time to time due to capacity constraints and existing clients may be uninvested from time to time if no appropriate investment opportunity is available.

Credit analysts perform fundamental analysis on all issuers selected by the Portfolio Management Team for a client’s fixed income portfolio. This fundamental analysis may include a review of financial statements, rating agency reports and/or research reports. Credit analysts engage in ongoing risk management, individual credit and portfolio monitoring of such investments, including periodic review of liquidity, general business trends and daily risk reports.

In addition to the general risks described above, some of the material risks associated with the Fixed Income Strategies may include:

- *Fixed Income Securities Risk* – Fixed income securities are subject to the risk of the issuer’s or a guarantor’s inability to meet principal and interest payments on its obligations and to price volatility.

- *IPOs/New Issue Risk* – The risk that IPOs/new issues are subject to market risk and may fluctuate considerably due to factors such as the absence of a prior public market, unseasoned trading, the small number of shares or bonds available for trading and limited information about the company's business model, growth potential and other criteria used to evaluate its investment prospects.

- *Odd Lot Liquidity Risk* – The risk that the strategy may purchase odd lots which are generally less liquid. Clients looking to sell prior to maturity in order to withdraw funds may experience weak or no bids and be forced to hold bonds to maturity or to sell at unfavorable prices.

In addition to the risks described above, non-US dollar denominated bonds may include:

- *Counterparty Risk* – The risk of loss associated with a counterparty's inability to fulfill its contractual obligations. Strategies that include foreign exchange forward transactions may be subject to the credit risk of the counterparty on those transactions.

- *Currency Risk* – The risk of loss due to changes in currency exchange rates and exchange control regulations. Currency exchange rates can be volatile, particularly during times of political or economic uncertainty. For example, to the extent that non-US dollar investments are unhedged, the value of an Advisory Account's net assets will fluctuate with US dollar exchange rates and with price changes of its investments in the various local markets and currencies.

In addition to the risks described above, preferred securities may include:

- *Credit Risk/Priority of Claim* – Magnification of credit risk with preferred securities due to their payoff structure. If an issuer goes into bankruptcy all other debt holders are paid first and then preferred holders are paid.

- *Sector Concentration* – Most preferred securities are issued by financial firms and banks. By investing in preferred securities, one can have an inadvertent concentration in one's portfolio to financial firms or the financial sector as a whole.

- *Term of Investment* – Preferred securities usually have long maturities (often 30 years or longer) or even no maturity date at all, meaning they can remain outstanding in perpetuity. They generally are "callable," i.e., they can be retired prior to maturity under specified terms of the bond indenture; however, this is an option of the issuer.

In addition to the risks described above, VRDNs and VRDOs may include the following risks:

- *VRDN Credit/Default Risk* – The risk of loss arising from a borrower's failure to repay a loan or otherwise meet a contractual obligation. If the VRDN is supported by a bank acting as an unaffiliated liquidity provider, the failure to pay by or the bankruptcy of the bank may lead to a default and ultimate repayment of principal and accrued interest would become dependent upon the Issuer. VRDNs are usually not secured by the assets of any bank.

- *VRDN Liquidity Risk* – The risk that the remarketing agent may be unable to sell the VRDNs at par and investors may not be able to sell their positions in the secondary market. As a general matter, in the event a client wishes to liquidate all or a portion of a strategy ("optional tenders"), settlement could be as long as 10 calendar days on VRDNs depending upon the timing of the liquidation/redemption notice and the reset frequencies of the securities. Such optional tenders are funded from remarketing proceeds, but in the event the remarketing agent is unable to remarket the tendered security, the remarketing agent will look to draw upon the issuer or liquidity from an unaffiliated bank. If the issuer fails to provide funds to purchase the bonds at par, the security may convert (1) to a floating rate mode or fixed rate coupon that is subject to a maximum yield cap, (2) into a security without a tender feature, and/or (3) into a security with a final maturity of up to 30 years. Investors may not be able to sell these securities in the secondary market.

- *Variable Rate Obligations Risk* **–** The risk that a client's interest rate and thus income earned goes down in a decreasing rate environment and the security will not increase in value like a fixed rate bond normally would; VRDOs or VRDNs will not move above par as rates decline, which would negatively impact performance. There is also the risk that the coupon set on the VRDO does not track other short-term interest rate indices and therefore lags behind other indices in a rising rate environment. In a rising interest rate environment, a floating or variable rate obligation that does not reset immediately would prevent a strategy from taking full advantage of rising interest rates in a timely manner. In a declining interest rate environment, a strategy may benefit from a lag due to the obligation's interest rate payment not being immediately impacted by a decline in interest rates.

- *Lack of Call Protection and Reinvestment Risk* – VRDNs and VRDOs are generally continuously callable by the issuer at par at any time. Callable securities introduce additional reinvestment risk because the cash from called bonds must be reinvested in a new security, which may be at lower interest rates. Advisory Accounts performance may be negatively impacted by the lack of call protection.

Structured Investment Strategies

GS&Co. offers structured investment strategies managed by a dedicated Portfolio Management Team. These strategies consist primarily of structured instruments, such as structured notes and warrants, which are issued by unaffiliated, third-party issuers and offered and sold pursuant to a registration statement filed with the SEC or in a transaction exempt from registration under the Securities Act of 1933, as amended. The primary objective of these strategies is to gain underlying exposure to defined securities by building a portfolio of structured investments with varying terms and diversified credit exposures. The Portfolio Management Team invests in structured investments issued by third-party issuers available to GS&Co. at the time, and may also invest directly in the referenced asset(s) or underlying exposure (i.e., the index or ETF) for a period of time in an effort to maintain the exposure intended by the strategies. The Portfolio Management Team selects investments issued by a particular third-party issuer for a variety of reasons, including to provide diversified credit exposures, due to capacity constraint reasons or in an effort to facilitate client requests, but may, at times, be limited in its ability to do so. The terms and risks of each structured investment vary materially depending on the credit-worthiness of the issuer, the nature of the referenced asset and the maturity of the instrument, among other factors.

In addition to the general risks described above, some of the material risks associated with structured investment strategies may include:

- *Correlation Risk* – The risk that the performance of the structured investment held in a client's account may underperform or differ from the market, or prior to maturity, perform differently than the payment at maturity formula due to changes in factors influencing the structured investments, including equity performance and/or changes in credit spreads, implied volatility, interest rates and/or dividends.

- *Credit Diversification Risk* – The risk that the credit diversification of the strategy may be limited due to the lack of availability of structured investments from one or more issuers at a given time.

- *Secondary Market/Limited Liquidity Risk* – The risk that the secondary market for one or more of the underlying structured investments may be limited due to a particular issuer exposure, volatility of a referenced asset or for other reasons. This lack of liquidity in the secondary market may make one or more of the underlying investments more difficult to dispose of and to value, and, therefore, may result in the strategy being less liquid than other strategies and may negatively impact secondary market valuations.

- *Underperformance Risk* – The risk that the strategy may underperform the underlying investments due to reasons such as the payout feature of one or more investments and the fact that such structured investments do not receive dividends.

Goldman Sachs Option Advisory Services ("GOAS") Strategies

GS&Co. offers a number of actively managed option strategies involving listed and/or OTC call and/or put options, including collars and put spread collars managed by a dedicated Portfolio Management Team. The strategies generally involve selling and buying short dated options. Depending on the client's objectives and parameters and the GOAS strategy selected, the strategy may be designed to generate yield (through upfront premiums received from the sale of the options) or maybe designed to reduce the volatility of the underlier of such options.

The GOAS team uses a variety of analyses and risk management tools to monitor changing conditions, liquidity and volatility in the options market.

In addition to the risks described above, some of the material risks associated with GOAS Strategies may include:

- *Correlation Risk* – The risk that the underlying equity portfolio does not correlate to or track closely with the selected benchmark (which may be an index, ETF or basket) on which the options positions are based, and as a result, the option strategy performance may vary substantially from the performance of the portfolio for any period of time. For example, when writing call options on an index, the value of the index may appreciate while the value of the equity portfolio declines in value. This may result in losses on both the option positions and the equity portfolio.

- *Exercise Risk* – The risk of loss associated with the early exercise of an option, which could result in the underlying stock position being called away or having to cash settle the option prior to expiration.

- *Hedging Risk* – The risk that certain risk-mitigating techniques may create losses on the option hedge greater than gains in the value of the positions in the strategy, or that losses on the option hedge will occur at the same time as losses in the value of the positions of a strategy. In addition, certain hedging instruments, including exchange-listed and OTC put and call options, may not be liquid in all circumstances. As a result, in volatile markets, a customer may not be able to close out of some transactions without incurring losses substantially greater than the initial deposit.

- *Leverage Risk* – The risk that the adverse impact and volatility to which a strategy may be subject can substantially increase due to borrowing and the use of derivatives. When a strategy uses leverage, the sum of the strategy's investment exposures may significantly exceed the amount of assets invested in the strategy, although these exposures may vary over time. Relatively small market movements may result in large changes in the value of a leveraged investment.

- *Options Close-out Risk* – The risk of losses associated with the inability to close out of existing positions if those options were to become unavailable, including because regulatory agencies may impose exercise restrictions that may prevent the holder of an option from realizing value.

- *Options Risk* – The risk of significant losses including the risk of losses equal to or greater than the premium paid/received in a relatively short period of time. The seller (writer) of a call option which is covered (i.e., the writer holds the underlying security) assumes the risk of a decline in the market price of the underlying security below the purchase price of the underlying security less the premium received, and gives up the opportunity for gain on the underlying security above the exercise price of the option. The seller of an uncovered call option assumes the risk of a theoretically unlimited increase in the market price of the underlying security above the exercise price of the option. The seller (writer) of a put option which is covered (i.e., the writer has cash to cover the full strike notional of the option) assumes the risk of aa decrease in the market price of the underlying security below the strike price of the option less the premium received, and gives up the opportunity for gain above the premium received The seller of an uncovered put option assumes the risk of a decline in the market price of the underlying security below the exercise price of the option and gives up the opportunity for gain above the premium received.

More information about the risks associated with the GOAS Strategies is set forth in the client's investment advisory agreement for these strategies. Additionally, the industry standard Options Disclosure Document ("ODD") provides a full description of the characteristics and risks of options and options trading. Clients may obtain an additional copy of the ODD by requesting a copy from their Private Wealth Management team or by visiting http://www.theocc.com/about/publications/character-risks.jsp.

GS&Co. acts in multiple capacities for clients participating in the GOAS Strategies to the extent that the strategy involves OTC options. In such cases, GS&Co. acts as the client's discretionary investment adviser and as counterparty facing its affiliates as principal in these transactions. As such, certain terms of these transactions, including the strike price, the expiration date and the settlement type, are determined by reference to transactions that GS&Co. or its affiliates enter into with third parties to hedge their obligations to clients ("Reference Options"). GS&Co. is also the calculation agent for these options transactions. As calculation agent, GS&Co. has discretion to calculate payment obligations and receivables of the Reference Options that determine the value of such options. As a result, GS&Co. may have some ability to influence the valuation of the Reference Options, which, in turn, may affect the value of the options between GS&Co. and the client. GS&Co.'s differing roles and ability to control the pricing aspects of the OTC options transactions create conflicts of interest with GS&Co.'s obligation as investment adviser to the client. These potential conflicts are mitigated in a number of ways, including that the client provides written, informed consent to these principal transactions and acknowledges Goldman Sachs' multiple roles and capacities on an annual basis. In addition, the options transactions that GS&Co. enters into with the client mirror the Reference Options between GS&Co. and unaffiliated broker-dealers, and the pricing that GS&Co. receives is passed on to the client. Also, the calculation agent, whether Goldman Sachs or an unaffiliated entity, must calculate any payments under the terms of the transactions by reference to the actual amounts due or owed with respect to the Reference Options. For a discussion of the conflicts associated with principal transactions, please refer to Item 11, Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.

Item 9 - DISCIPLINARY INFORMATION

In the ordinary course of its business, GS&Co. and its management persons have in the past been, and may in the future be, subject to formal and informal regulatory inquiries, subpoenas, investigations, and legal or regulatory proceedings involving the SEC, other regulatory authorities, or private parties. Such actions, investigations, litigation and claims have the potential to result in findings, conclusions, settlements, charges or various forms of sanctions against GS&Co. or its management persons, as well as Goldman Sachs and other Goldman Sachs personnel, including fines, suspensions of personnel, changes in policies, procedures or disclosure or other sanctions and may increase the exposure of the

Advisory Accounts, GS&Co. and Goldman Sachs to potential liabilities and to legal, compliance and other related costs. In addition, such actions or proceedings may involve claims of strict liability or similar risks against Advisory Accounts in certain jurisdictions or in connection with certain types of activities.

The following legal or disciplinary events relate to GS&Co.:

The SEC brought a civil action in the U.S. District Court for the Southern District of New York against GS&Co. and one of its employees in connection with a single collateralized debt obligation transaction made in early 2007. On July 14, 2010, the SEC and GS&Co. entered into a consent agreement settling this action against GS&Co. On July 20, 2010, the United States District Court entered a final judgment approving the settlement. GS&Co. has made applications with the Financial Industry Regulatory Authority ("FINRA") for the continuation of certain self-regulatory organization memberships from which it would otherwise be disqualified as a result of the final judgment.

On August 21, 2008, GS&Co. entered into a settlement in principle with state regulators regarding auction rate securities ("ARS"). Under the settlement, GS&Co. agreed to offer to repurchase at par approximately $1 billion of ARS that were still held by its eligible Private Wealth Management clients and that were purchased through the firm prior to February 11, 2008. GS&Co. also paid a penalty of $22.5 million and made certain related undertakings. Subsequently, GS&Co. entered into several consent orders with different states to accomplish this settlement in principle.

Additional information about GS&Co.'s advisory affiliates is contained in Part 1 of GS&Co.'s Form ADV.

For information relating to other Goldman Sachs entities, please visit www.gs.com and refer to the public filings of The Goldman Sachs Group, Inc.

Item 10 - OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Other Financial Industry Activities

In addition to its advisory business, GS&Co. is engaged in business as a broker-dealer, Futures Commission Merchant ("FCM"), commodity trading advisor ("CTA"), registered municipal advisor and sponsor of pooled investment vehicles.

Other Material Relationships with Affiliated Entities

GS&Co. may use, suggest or recommend its own services or those of affiliated Goldman Sachs entities in connection with its advisory business. GS&Co. may manage Advisory Accounts on behalf of such affiliated Goldman Sachs entities, which may create potential conflicts of interest relating to GS&Co.'s determination to use, suggest or recommend the services of such entities. The particular services involved will depend on the types of services offered by the affiliate. The arrangements may involve sharing or joint compensation, or separate compensation, subject to the requirements of applicable law. GS&Co. may share resources or delegate certain of its trading, advisory and other activities for clients to other businesses within GS&Co. other than PWM and/or to GS&Co.'s affiliates. Particular relationships may include, but are not limited to, those discussed below. Goldman Sachs' affiliates will retain any compensation when providing investment services to, or in connection with investment activities of, Advisory Accounts, subject to applicable law. Compensation may take the form of commissions, mark-ups, mark-downs, service fees or other commission equivalents. Advisory Accounts will not be entitled to any such compensation retained by Goldman Sachs' affiliates.

Broker-Dealer

GS&Co. is registered with the SEC as a broker-dealer. Certain of GS&Co.'s management persons may also be registered representatives of GS&Co. to the extent necessary or appropriate to perform their responsibilities. GS&Co. may use, suggest or recommend that clients use the securities, futures execution or custody services offered by GS&Co. or its affiliates. These include, but are not limited to, Goldman Sachs International ("GSI"), Montague Place Custody Services, Goldman Sachs (Asia) Securities Limited, Goldman Sachs Japan Co., Ltd., Goldman Sachs (Russia), Goldman Sachs Australia Managed Funds Limited, Goldman Sachs Bank AG, Goldman Sachs Financial Markets, L.P., Goldman Sachs Israel LLC, Goldman Sachs Saudi Arabia, Goldman Sachs Execution & Clearing, L.P. ("GSEC"), and OOO Goldman Sachs.

Advisory Accounts (excluding fixed income advisory) will generally execute all transactions through Goldman Sachs as further described in Item 12, Brokerage Practices – Broker-Dealer Selection and Directed Brokerage. Subject to client consent as required by applicable law, GS&Co. or its affiliates, including GSI, may engage in principal transactions with Advisory Accounts that are not Retirement Accounts. For additional information about principal trading, please see Item 11, Code of Ethics, Participation or Interest in Client Transactions and Personal Trading below. Goldman Sachs may earn Execution Charges in connection with transactions executed as agent or principal. Clients will pay these charges in addition to the advisory fee paid to GS&Co., except as described in Item 5, Fees and Compensation. Goldman Sachs will likely share all or a portion of any Execution Charges with its affiliates and Goldman Sachs employees, including with Private Wealth Advisors.

GS&Co. and its broker-dealer affiliates that provide custodial services will benefit from the use of cash in Advisory Accounts, subject to the limitation set forth in SEC Rule 15c3-3 under the Securities Exchange Act of 1934. PWM may receive recordkeeping, administrative and support services from other parts of GS&Co. or its affiliates. GS&Co., in its advisory capacity, obtains research ideas, analyses, reports and other services (including distribution services) from its affiliates.

In addition, Goldman Sachs may have ownership interests in trading networks, securities or derivatives indices, trading tools and settlement systems. Goldman Sachs receives fees, cash credits or other benefits from exchanges and other market centers to which it, as broker, routes order flow based on the volume and type of order flow routed and whether the order contributes or extracts liquidity from the given market.

Goldman Sachs also holds ownership interests in, and Goldman Sachs personnel may sit on the boards of directors of, electronic communication networks, alternative trading systems and other similar execution or trading systems or venues (collectively, "ECNs"). Goldman Sachs may be deemed to control one or more of such ECNs based on its levels of ownership and its representation on the board of directors of such ECNs. As of May 6, 2016, Goldman Sachs held ownership interests in the following ECNs: (i) BATS BZX, (ii) BATS Options Exchange, (iii) BATS Y-Exchange, Inc., (iv) Chicago Board Options Exchange, Inc., (v) Chicago Stock Exchange, Inc., (vi) EDGA Exchange, Inc., (vii) EDGX Exchange, Inc., (viii) EDGX Options, (ix) International Securities Exchange, LLC, (x) NASDAQ OMX PHLX, Inc. (formerly the Philadelphia Stock Exchange), (xi) NYSE MKT LLC, (xi) NYSE, (xii) iBIDS, (xiv) Sigma ATS, (xv) BondDesk, (xvi) Dealerweb, (xvii) MTS S.P.A, (xviii) TradeWeb and (xix) TradeWeb Retail. Goldman Sachs may acquire ownership interests in other ECNs (or increase ownership in the ECNs listed above) in the future.

Consistent with its duty to seek best execution for the Advisory Accounts, PWM may, from time to time, directly or indirectly, effect trades for Advisory Accounts through such ECNs. In such cases, Goldman Sachs may receive an indirect economic benefit based upon its ownership interests in ECNs. PWM will effect trades for an Advisory Account through such ECNs only if PWM reasonably believes that such trades are in the best interest of the Advisory Account and that the requirements of applicable law have been satisfied. As discussed in further detail in Item 12, Brokerage Practices, PWM executes transactions with GS&Co. or unaffiliated broker-dealers in accordance with its best execution policies and procedures.

In the event assets of an Advisory Account are treated as "plan assets" subject to ERISA, the use of ECNs to execute trades on behalf of such Advisory Account may, absent an exemption, be treated as a prohibited transaction under ERISA. However, PWM may effect trades through ECNs provided that such trades are executed in accordance with the exemption under Section 408(b)(16) of ERISA. In addition, PWM is required to obtain authorization from any Advisory Account whose assets are treated as "plan assets" in order to execute transactions on behalf of such Advisory Account using an ECN in which Goldman Sachs has an ownership interest. Furthermore, there may be limitations or restrictions placed on the use of ECNs (including, without limitation, for purposes of complying with law and otherwise).

Investment Companies and Other Pooled Investment Vehicles

GS&Co. has affiliates, including GSAM, that act as service providers, including as trustee, managing member, adviser, administrator and/or distributor to a variety of U.S. and non-U.S. investment companies as well as other pooled investment vehicles including collective trusts, ETFs, closed end funds, business development companies and private investment funds. Certain personnel of GS&Co. are also directors, trustees and/or officers of these investment companies and other pooled investment vehicles. Affiliates of GS&Co. that act as investment adviser or manager of an investment company or pooled vehicle, including ETFs (collectively, "Funds"), will receive management or advisory fees in connection with their advisory roles. Although such fees are generally paid by the Funds, the costs are ultimately borne by clients as shareholders. These fees will be in addition to any advisory fees or other fees agreed between the client and GS&Co. for investment advisory and brokerage services. Clients may invest in these investment companies and other pooled investment vehicles offered by Goldman Sachs without paying fees to GS&Co. For additional information on compensation earned for the sale of these products, please see Item 5, Fees and Compensation.

Other Investment Advisers

GS&Co. has investment advisory affiliates in and outside of the United States that are registered with the SEC as investment advisers. These affiliates include, but are not limited to GSAM, Goldman Sachs Asset Management International ("GSAMI"), The Ayco Company, L.P. ("Ayco"), Goldman Sachs Hedge Fund Strategies LLC ("HFS") and GS Investment Strategies, LLC ("GSIS"). GS&Co. has or intends to have co-advisory or subadvisory relationships with its investment advisory affiliates, as may be required for proper management of particular Advisory Accounts and in accordance with applicable law. GS&Co. will receive compensation in connection with such relationships. For additional information on compensation earned when clients select other investment advisers, please see Receipt of Compensation from Investment Advisers, below.

Clients may be offered access to advisory services through GS&Co., GSAM or GSAMI, or other affiliated investment advisers. These investment advisers manage accounts according to different strategies and may also apply different criteria to the same or similar products (including but not limited to equities and fixed income securities). For instance, in the case of advisory accounts holding municipal bonds, GSAM and GS&Co. may apply different credit criteria (including different minimum credit ratings, sector restrictions, maturity limitations or portfolio duration), they may offer different portfolio structures (e.g., laddered, barbelled or customized), and they may have different minimum account size requirements. Additionally, GS&Co. may execute trades through itself as well as third parties and may participate in underwritings, whereas GSAM and GSAMI generally only execute trades through third parties. Since GSAM's, GSAMI's and GS&Co.'s investment decisions are made independently, GSAM and/or GSAMI may be buying while GS&Co. is selling, or vice versa. Therefore, it is possible that an account managed by GS&Co., GSAMI or GSAM could sustain losses during periods in which GS&Co. and its affiliates, and other GS&Co., GSAMI or GSAM-managed accounts, achieve significant profits on their trading.

Financial Planner

GS&Co.'s affiliate, Ayco, provides financial counseling and planning services, investment management, financial education and other services to publicly traded companies and privately held firms and their respective executives and employees and high net worth individuals. Ayco's personnel will recommend GS&Co.'s investment advisory services to its clients and will receive fees from GS&Co. Ayco has an individual counseling practice that is primarily offered to clients of GS&Co. called Wealth Strategist Services (the "WS Service"). Through the WS Service, Ayco contracts with GS&Co. clients or prospective clients to provide certain comprehensive wealth counseling services selected by the client.

Ayco Wealth Strategist clients may select from a variety of services offered for an asset-based fee or a specific dollar amount. As part of such program, Ayco shares office space with GS&Co. In certain cases, the services offered under the program may be provided to clients at no additional fee.

Futures Commission Merchant, Commodity Pool Operator, Commodity Trading Advisor

GS&Co. is registered with the Commodity Futures Trading Commission ("CFTC") as an FCM, a commodity pool operator ("CPO"), a swap dealer ("SD") and a CTA. Certain of GS&Co.'s management persons may also be registered as associated persons of GS&Co. to the extent necessary or appropriate to perform their responsibilities. GS&Co. also has affiliates registered with the CFTC as an FCM, CPO, SD and CTA. These firms include GSAM, GSAMI, HFS, GSIS and GSEC. If permitted by applicable law, GS&Co. may buy or sell futures on behalf of its Advisory Accounts through itself or its CFTC-registered affiliates and these affiliates will receive commissions.

Banking or Thrift Institution

Banks

The Goldman Sachs Group, Inc. is a bank holding company under the BHCA. As a bank holding company, The Goldman Sachs Group, Inc. is subject to supervision and examination by the Federal Reserve Board.

Goldman Sachs Bank USA ("GS Bank") is a Federal Deposit Insurance Corporation ("FDIC") insured New York State-chartered Federal Reserve member bank. GS Bank accepts brokered and omnibus deposits, lends to individuals and corporate clients, transacts in certain derivatives, and provides securities lending, custody and hedge fund administration services. GS Bank offers deposit sweeps to Private Wealth Management clients, where free credit balances are swept into GS Bank on an omnibus basis. The Goldman Sachs Bank Deposit ("Bank Deposit") operates as a cash sweep account for clients for whom the Bank Deposit has been designated as the sweep option for available cash. GS Bank benefits from the use of cash swept from Advisory Accounts. GS&Co. establishes, maintains and keeps the books and records for the Bank Deposit and provides other related services.

Trust Companies

The Goldman Sachs Trust Company, N.A., a national bank limited to fiduciary activities ("GSTC"), and The Goldman Sachs Trust Company of Delaware, a Delaware limited purpose trust company ("GSTD"), may provide personal trust and estate administration and related services to GS&Co.'s clients. Goldman Sachs may provide a variety of services to GSTC and GSTD, including investment advisory, distribution, marketing, operational, infrastructure, financial, auditing and administrative services. Goldman Sachs will receive fees from GSTC and GSTD according to the fee schedules agreed upon between the parties in arm's-length service agreements.

Insurance Company or Agency

The Ayco Services Agency, L.P. and the Ayco Services Insurance Agency, Inc. can sell insurance contracts, including, but not limited to, variable life and variable annuity insurance contracts. GS&Co. may refer clients to these related affiliates and will receive referral fees subject to applicable law.

Sponsor or Syndicator of Limited Partnerships

Goldman Sachs creates and/or distributes unregistered privately placed vehicles in which clients may invest and for which it receives fees.

Management Persons; Policies and Procedures

Certain of GS&Co.'s management persons also hold positions with one or more of the Goldman Sachs affiliates listed above. In these positions, they may have some responsibility with respect to the business of these affiliates and receive compensation based, in part, upon the profitability of these affiliates. Consequently, in carrying out their roles at GS&Co. and these affiliates, the management persons of GS&Co. will be subject to the same or similar potential conflicts of interest that exist between GS&Co. and these affiliates.

GS&Co. has adopted a variety of restrictions, policies, procedures and disclosures designed to address potential conflicts that arise between GS&Co., its management persons and its affiliates. These policies and procedures include: information barriers designed to prevent the flow of information between GS&Co., its personnel and certain other affiliates; policies and procedures relating to brokerage selection, trading with affiliates or investing in products managed or sponsored by affiliates; and allocation and trade sequencing policies applicable to Advisory Accounts and Accounts (as defined below).

Additional information about these conflicts and the policies and procedures designed to address them is available in Item 11, Code of Ethics, Participation or Interest in Client Transactions and Personal Trading below.

Affiliated Indices and ETFs

Goldman Sachs may develop, own and operate stock market and other indices (each, an "Index") based on investment and trading strategies. ETFs for which GSAM or its affiliates act as investment adviser (the "GSAM ETFs") seek to track the performance of the Indices. GS&Co. may, from time to time, manage Advisory Accounts that invest in the GSAM ETFs. The operation of the Indices, the GSAM ETFs and Advisory Accounts in this manner may give rise to potential conflicts of interest.

Goldman Sachs has adopted policies and procedures that are designed to address potential conflicts that may arise in connection with Goldman Sachs' operation of the Indices, the GSAM ETFs and the Advisory Accounts. Goldman Sachs has adopted certain information barriers and other policies designed to address the sharing of information between different businesses within Goldman Sachs, including with respect to personnel responsible for maintaining the Indices and those involved in decision-making for the ETFs. In addition, as described in Item 11, Code of Ethics, Participation or Interest in Client Transactions and Personal Trading below, GS&Co. has adopted a code of ethics.

GSAM and/or its affiliates may make payments to one or more investors that contribute seed capital to one or more GSAM ETFs for so long as such capital remains invested. The payments will be made from the assets of GSAM and/or such affiliates and will be based on revenues generated by GSAM in providing services to the ETFs for which it serves as investment adviser.

Receipt of Compensation from Investment Advisers

GS&Co. may select, or recommend that clients allocate assets to, one or more managed accounts or funds managed by one or more Affiliated Managers or Unaffiliated Managers. GS&Co. receives compensation in connection with clients' investments in, and selection of, such managed accounts or funds, and such compensation creates a potential conflict of interest. Goldman Sachs receives various forms of compensation, including fees, commissions, payments, rebates, remuneration, services or other benefits (including benefits relating to investment and business relationships of Goldman Sachs) from Unaffiliated Managers. Subject to applicable law, except for Retirement Plan Accounts, the amount of such compensation, including fees, commissions, payments, rebates, remuneration, services or other benefits to Goldman Sachs, or the value of Goldman Sachs' interests in the Unaffiliated Managers or their businesses, varies by Unaffiliated Manager and may be greater if GS&Co. selects certain Unaffiliated Managers over other Unaffiliated Managers. Payments to Goldman Sachs (either directly from Unaffiliated Managers or in the form of fees or allocations payable by client accounts) generally increase as the amount of assets that Unaffiliated Managers manage increases. Therefore, investments by Advisory Accounts with Unaffiliated Managers (where Goldman Sachs participates in the fee and/or profit sharing arrangement or other interest in the equity or profits of Unaffiliated Managers) may result in additional revenues to Goldman Sachs. The relationship Goldman Sachs has with Unaffiliated Managers may also result in an incentive for GS&Co. to increase client investments with Unaffiliated Managers or to retain their investments with Unaffiliated Managers. Except to the extent required by applicable law, GS&Co. may not account to a client for or offset any compensation received by Goldman Sachs against fees and expenses the client may otherwise owe Goldman Sachs.

Because Goldman Sachs will, on an overall basis, receive higher fees, compensation and other benefits if client assets are allocated to managed accounts or investment funds managed by Goldman Sachs, GS&Co. may have an incentive to allocate the assets of Advisory Accounts to managed accounts or investment funds managed by Goldman Sachs, including GSAM and GSAMI. For particular asset classes or investment strategies, GS&Co.'s advisory program may not have Unaffiliated Managers, or may have fewer Unaffiliated Managers than GS&Co. Managers or Affiliated Managers; accordingly, any allocations to such an asset class or investment strategy will more likely be made to GS&Co. Managers or Affiliated Managers, including GSAM or GSAMI.

Goldman Sachs may have interests in Managers or business relationships with Unaffiliated Managers, including in its prime brokerage, trade execution, and investment banking businesses. In addition, Goldman Sachs may have investments in selected Managers. As a result, GS&Co. faces potential conflicts of interest in making determinations as to whether Advisory Accounts should invest with or withdraw funds from Managers with which Goldman Sachs has interests or other business relationships.

Goldman Sachs may receive notice of, or offers to participate in, investment opportunities from Unaffiliated Managers or their affiliates. The Unaffiliated Managers or their affiliates may offer Goldman Sachs investment opportunities for various reasons including Goldman Sachs' use of the services provided by Unaffiliated Managers and their affiliates for Goldman Sachs and client investments. Therefore, investment (or continued investment) by particular Advisory Accounts with Unaffiliated Managers may result in additional investment opportunities to Goldman Sachs or other accounts.

In addition, the fee structure of certain Advisory Accounts where GS&Co. must compensate Managers from the fee it receives from the client other than Retirement Plan Accounts may provide an incentive for GS&Co. to recommend or select Managers with lower compensation levels including Managers that discount their fees based on aggregate account size or other relationships instead of other Managers which might also be appropriate for the Advisory Accounts. Except for Retirement Plan Accounts, t amount of the fee retained by Goldman Sachs may also be affected by Goldman Sachs' business relationships and the size of accounts other than a particular Advisory Account, and may directly or indirectly benefit Goldman Sachs and other client accounts. Clients are not entitled to receive any portion of such benefits received by Goldman Sachs or other client accounts.

GS&Co. addresses these potential conflicts of interest in a manner that is consistent with its fiduciary duties.

Item 11 - CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

Code of Ethics and Personal Trading

GS&Co. has adopted a Code of Ethics ("Code") under Rule 204A-1 of the Investment Advisers Act of 1940, as amended (the "Advisers Act") designed to provide that Advisory Personnel, and certain additional Personnel who support GS&Co., comply with applicable federal securities laws and place the interests of clients first in conducting personal securities transactions. The Code imposes certain restrictions on securities transactions in the personal accounts of covered persons to help avoid conflicts of interest. Subject to the limitations of the Code, covered persons may buy and sell securities or other investments for their personal accounts, including investments in pooled investment vehicles that are sponsored, managed or advised by Goldman Sachs, and may also take positions that are the same as, different from, or made at different times than, positions taken for Advisory Accounts. GS&Co. provides a copy of the Code to clients or prospective clients upon request.

Additionally, all Personnel of Goldman Sachs, including Advisory Personnel, are subject to firmwide policies and procedures regarding confidential and proprietary information, information barriers, private investments, outside business activities and personal trading. In addition, GS&Co. prohibits its employees from accepting gifts and entertainment that could influence, or appear to influence, their business judgment. This generally includes gifts of more than $100 or meals and other business-related entertainment that may be considered lavish or extraordinary and therefore raise a question or appearance of impropriety.

Participation or Interest in Client Transactions

GS&Co. acts as investment adviser under the Advisers Act in accordance with fiduciary standards. Goldman Sachs is a worldwide, full-service investment banking, broker-dealer, asset management and financial services organization and a major participant in global financial markets. As such, Goldman Sachs provides a wide range of financial services to a substantial and diversified client base that includes corporations, financial institutions, governments, and high net-worth individuals. Goldman Sachs acts as an investment banker, research provider, investment adviser, financier, advisor, market maker, prime broker, derivatives dealer, lender, counterparty, agent, principal, and investor. In those and other capacities, Goldman Sachs advises clients in all markets and transactions and purchases, sells, holds and recommends a broad array of investments, including securities, derivatives, loans, commodities, currencies, credit default swaps, indices, baskets and other financial instruments and products for its own accounts and for the accounts of clients and of its Personnel, through client accounts and the relationships and products it sponsors, manages and advises. Goldman Sachs has direct and indirect interests in the global fixed income, currency, commodity, equities, bank loan and other markets, and the securities and issuers, in which Advisory Accounts may directly and indirectly invest. As a result, Goldman Sachs' activities and dealings may affect Advisory Accounts in ways that may disadvantage or restrict Advisory Accounts and/or benefit Goldman Sachs or other Accounts (including Advisory Accounts). The following are descriptions of certain conflicts of interest and potential conflicts of interest that may be associated with the financial or other interests that Goldman Sachs may have in transactions effected by, with, or on behalf of, Advisory Accounts.

<u>Principal Trading and Cross/Agency Cross Transactions with Advisory Accounts</u>

When permitted by applicable law and GS&Co. policy, GS&Co., acting on behalf of its Advisory Accounts (for example, taxable fixed income, municipal bond fixed income and structured investment strategies), may enter into transactions in securities and other instruments with or through Goldman Sachs or in Affiliated Products, and may cause Advisory Accounts to engage in principal transactions, cross transactions and agency cross transactions. There may be potential conflicts of interest or regulatory issues relating to these transactions that could limit GS&Co.'s decision to engage in these transactions for Advisory Accounts. A principal transaction occurs when GS&Co., on behalf of an Advisory Account, engages in a transaction in securities or other instruments with Goldman Sachs or in Affiliated Products acting as principal. Goldman Sachs may earn compensation (such as a spread or mark-up) in connection with principal transactions. A cross transaction occurs when GS&Co. causes an Advisory Account to buy securities or other instruments from, or sell securities or other instruments to, another GS&Co. client account or an advisory client account of a Goldman Sachs affiliate, and Goldman Sachs does not receive a commission from the transaction. An agency cross transaction occurs when Goldman Sachs acts as broker for an Advisory Account on one side of the transaction and a brokerage account or another Advisory Account on the other side of the transaction in connection with the purchase or sale of securities by the Advisory Account, and Goldman Sachs receives a commission from the transaction. GS&Co. may (but is under no obligation to) cause Advisory Accounts to engage in cross and agency cross transactions.

Goldman Sachs will have a potentially conflicting division of loyalties and responsibilities to the parties to principal, cross and agency cross transactions, including with respect to a decision to enter into such transaction as well as with respect to valuation, pricing and other terms. PWM has adopted policies and procedures in relation to such transactions and conflicts. However, there can be no assurance that such transactions will be effected in the manner that is most favorable to an Advisory Account that is a party to any such transaction. Cross transactions may disproportionately benefit some Advisory Accounts relative to other Advisory Accounts due to the relative amount of market savings obtained by the Advisory Accounts. Principal, cross or agency cross transactions are effected in accordance with fiduciary requirements and applicable law (which may include providing disclosure and obtaining client consent). Performance may differ for clients who do not consent to principal trades. Clients may revoke consent to agency cross transactions at any time by written notice to GS&Co., and any such revocation will be effective once GS&Co. has received and has had a reasonable time to act on it.

Certain Effects of the Activities of Goldman Sachs on Advisory Accounts

As described above under Participation or Interest in Client Transactions, Goldman Sachs engages in a variety of activities in the global financial markets. The extent of Goldman Sachs' activities in the global financial markets, including without limitation in its capacity as an investment banker, research provider, investment adviser, financier, adviser, market maker, prime broker, derivatives dealer, lender, counterparty, agent, principal and investor, as well as in other capacities, may have potential adverse effects on Advisory Accounts. PWM provides advisory services to Advisory Accounts through a variety of investment products and arrangements. PWM's decisions and actions on behalf of an Advisory Account may differ from those on behalf of other Advisory Accounts. Advice given to, or investment decisions made for, one or more Advisory Accounts may compete with, affect, differ from, conflict with, or involve timing different from, advice given to or investment decisions made for other Advisory Accounts. Goldman Sachs (including PWM), the clients it advises, and its Personnel may have interests in and advise Accounts, including Advisory Accounts, that have investment objectives or portfolios similar to, related to or opposed to those of particular Advisory Accounts. Goldman Sachs may receive greater fees or other compensation from such Accounts than it does from the particular Advisory Accounts. In addition, Goldman Sachs (including PWM), the clients it advises, and its Personnel may engage (or consider engaging) in commercial arrangements or transactions with Accounts, and/or may compete for commercial arrangements or transactions in the same types of companies, assets, securities and other instruments, as particular Advisory Accounts. Within PWM, decisions and actions of PWM on behalf of a particular Advisory Account may differ from those on behalf of other Advisory Accounts. Advice given to, or investment decisions made for, one or more Advisory Accounts may compete with, affect, differ from, conflict with, or involve timing different from, advice given to or investment decisions made for other Advisory Accounts. Transactions by, advice to and activities of Goldman Sachs clients may involve the same or related companies, securities or other instruments as those in which particular Advisory Accounts invest, and such clients may engage in a strategy while an Advisory Account is undertaking the same or a differing strategy, any of which could directly or indirectly disadvantage the Advisory Account (including its ability to engage in a transaction or other activities) or the prices or terms at which the Advisory Account's transactions or other activities may be effected. For example, Goldman Sachs may be engaged to provide advice to a client that is considering entering into a transaction with a particular Advisory Account, and Goldman Sachs may advise the client not to pursue the transaction with the particular Advisory Account, or otherwise in connection with a potential transaction provide advice to the client that would be adverse to the particular Advisory Account. Additionally, an Advisory Account may buy a security and Goldman Sachs or a Goldman Sachs client may establish a short position in that same security or in similar securities. Any such short position may result in the impairment of the price of the security that the Advisory Account holds or could be designed to profit from a decline in the price of the security. An Advisory Account could similarly be adversely impacted if it establishes a short position, following which Goldman Sachs or a Goldman Sachs client takes a long position in the same security or in similar securities. To the extent an Advisory Account engages in transactions in the same or similar types of securities as other Goldman Sachs clients (including through other Advisory Accounts), such Advisory Accounts and other clients may compete for such transactions or investments, and transactions or investments by such other clients may negatively affect the investments of the Advisory Account (including the ability of the Advisory Account to engage in such transactions, investments, or other activities), or the price or terms at which the Advisory Account's transactions, investments, or other activities may be effected. Moreover, a particular Advisory Account on the one hand, and Goldman Sachs or a Goldman Sachs client (including through another Advisory Account) on the other hand, may vote differently on, or take or refrain from taking different actions with respect to, the same security, which may be disadvantageous to the Advisory Account.

Goldman Sachs may make loans to, or enter into margin, asset-based or other credit facilities or similar transactions with, clients, companies, or individuals, that may (or may not) be secured by publicly or privately held securities or other assets, including by a client's assets or interests in an Advisory Account. Some of these borrowers may be public or private companies, or founders, officers or shareholders in companies in which Goldman Sachs, funds managed by Goldman Sachs, or Advisory Accounts or other accounts may be investors, and such loans may be secured by securities of such companies, which may be the same as, or pari passu with or more senior or junior to, interests held directly by Goldman Sachs, funds managed by Goldman Sachs, Advisory Accounts or other Accounts. In connection with its rights as lender, Goldman Sachs may act to protect its own commercial interest and may take actions that adversely affect the borrower, including by liquidating or causing the liquidation of securities on behalf of a borrower or foreclosing and liquidating such securities in Goldman Sachs' own name. Such actions may adversely affect Advisory Accounts (e.g., if a large position in securities is liquidated, among the other potential adverse consequences, the value of such security may decline rapidly and Advisory Accounts holding such security may in turn decline in value or may be unable to liquidate their positions in such security at an advantageous price or at all). Subject to applicable law, Goldman Sachs or its clients (including Advisory Accounts and Accounts formed to facilitate investment by Personnel) may invest in or alongside particular Advisory Accounts that are invested in Affiliated Products. These investments may be on terms more favorable than those of an investment by Advisory Accounts in such Affiliated Products and may constitute substantial percentages of such Affiliated Products. Unless provided otherwise by agreement to the contrary, Goldman Sachs, its Personnel and its clients may redeem or withdraw interests in these Affiliated Products at any time without notice or regard to the effect on the portfolios of Advisory Accounts invested in the Affiliated Product, which may be adversely affected by any such redemption or withdrawal. Substantial requests for redemption or withdrawal by Goldman Sachs in a concentrated period of time could require an Affiliated Product to liquidate certain of its investments more rapidly than otherwise desirable in order to raise cash to fund the redemptions or withdrawals, adversely affecting the Affiliated Product and its investors, including Advisory Accounts. For example, due to the requirements of the Volcker Rule, Goldman Sachs and certain Goldman Sachs Personnel are expected to dispose of investments in certain Affiliated Products, including through redemptions and withdrawals, which may be substantial and have the adverse effects described above.

Goldman Sachs may create, write, sell, issue, invest in or act as placement agent or distributor of derivative instruments related to Affiliated Products such as pooled investment vehicles, or with respect to underlying securities or assets of Affiliated Products, or which may be otherwise based on, or seek to replicate or hedge, the performance of Affiliated Products. Such derivative transactions, and any associated hedging activity, may differ from, and be adverse to, the interests of Advisory Accounts. For example, derivative transactions could represent leveraged investments in an investment fund in which Advisory Accounts have an interest that is a hedge fund, and the leveraged characteristics of such investments could make it more likely, due to events of default or otherwise, that there would be significant redemptions of interests from such underlying fund more quickly than might otherwise be the case. Goldman Sachs, acting in commercial capacities in connection with such derivative transactions, may in fact cause such a redemption. Activities in respect of derivative transactions, and any associated hedging activity, may occur as a result of Goldman Sachs' adjustment in assessment of an investment or an Affiliated Manager or Unaffiliated Manager based on various considerations, and Goldman Sachs will not be under any obligation to provide notice to Advisory Accounts in respect of any such adjustment in assessment.

Goldman Sachs and its Personnel, when acting as an investment banker, research provider, investment adviser, financier, adviser, market maker, prime broker, derivatives dealer, lender, counterparty or investor, or in other capacities, may advise on transactions, make investment decisions or recommendations, provide differing investment views or have views with respect to research or valuations that are inconsistent with, or adverse to, the interests and activities of Advisory Accounts. Clients may be offered access to advisory services through several different Goldman Sachs advisory businesses (including PWM and GSAM). Different advisory businesses within Goldman Sachs manage Accounts according to different strategies and may also apply different criteria to the same or similar strategies and may have differing investment views in respect of an issuer or a security or other investment. Similarly, Advisory Personnel can have differing or opposite investment views in respect of an issuer or a security, and the positions Advisory Personnel take in respect of an Advisory Account may be inconsistent with, or adverse to, the interests and activities of Advisory Accounts advised by other Advisory Personnel. Moreover, research, analyses or viewpoints will be available to clients or potential clients at different times. Goldman Sachs will not have any obligation to make available to Advisory Accounts any research or analysis prior to its public dissemination. Goldman Sachs, on behalf of itself or its clients (including Advisory Accounts), may implement an investment decision or strategy ahead of, or contemporaneously with, or behind similar investment decisions or strategies made for particular Advisory Accounts (whether or not the investment decisions emanate from the same research analysis or other information). The relative timing for the implementation of investment decisions or strategies among Advisory Accounts, on the one hand, and other clients (including Advisory Accounts), on the other hand, may disadvantage the Advisory Accounts. Certain factors, for example, market impact, liquidity constraints or other circumstances, could result in Advisory Accounts receiving less favorable trading results or paying increased costs associated with implementing such investment decisions or strategies, or being otherwise disadvantaged.

Investments in Different Parts of an Issuer's Capital Structure

Goldman Sachs or its clients (including Advisory Accounts), on the one hand, and a particular Advisory Account, on the other hand, may invest in or extend credit to different parts of the capital structure of a single issuer. As a result, Goldman Sachs or its clients may take actions that adversely affect the particular Advisory Account. In addition, Goldman Sachs (including PWM) may advise clients with respect to different parts of the capital structure of the same issuer, or classes of securities that are subordinate or senior to securities, in which a particular Advisory Account invests. Goldman Sachs may pursue rights, provide advice or engage in other activities, or refrain from pursuing rights, providing advice or engaging in other activities, on behalf of itself or its clients with respect to an issuer in which a particular Advisory Account has invested, and such actions (or refraining from action) may have a material adverse effect on such Advisory Account.

For example, in the event that Goldman Sachs or an Account holds loans, securities or other positions in the capital structure of an issuer that ranks senior in preference to the holdings of a particular Advisory Account in the same issuer, and the issuer were to experience financial or operational difficulties, Goldman Sachs (acting on behalf of itself or the Account) may seek a liquidation, reorganization or restructuring of the issuer, or terms in connection with the foregoing, that may have an adverse effect on or otherwise conflict with the interests of the particular Advisory Account's holdings in the issuer. In connection with any such liquidation, reorganization or restructuring, a particular Advisory Account's holdings in the issuer may be extinguished or substantially diluted, while Goldman Sachs (including GS&Co.) or an Account may recover some or all of the amounts due to them. In addition, in connection with any lending arrangements involving the issuer in which Goldman Sachs (including GS&Co.) or an Account participates, Goldman Sachs (including GS&Co.) or the Account may seek to exercise its rights under the applicable loan agreement or other document, which may be detrimental to the particular Advisory. Alternatively, in situations in which an Advisory Account holds a more senior position in the capital structure of an issuer experiencing financial or other difficulties as compared to positions held by other Accounts (which may include those of Goldman Sachs), PWM may determine not to pursue actions and remedies that may be available to the Advisory Account or particular terms that might be unfavorable to the Accounts holding the less senior position. In addition, in the event that Goldman Sachs or the Accounts hold voting securities of an issuer in which a particular Advisory Account holds loans, bonds or other credit-related assets or securities, Goldman Sachs or the Accounts may vote on certain matters in a manner that has an adverse effect on the positions held by the Advisory Account. Conversely, Advisory Accounts may hold voting securities of an issuer in which Goldman Sachs or Accounts hold credit-related assets or securities, and PWM may determine on behalf of the Advisory Accounts not to act in a manner adverse to Goldman Sachs or the Accounts.

These potential issues are examples of conflicts that Goldman Sachs will face in situations in which Advisory Accounts, and Goldman Sachs or other Accounts, invest in or extend credit to different parts of the capital structure of a single issuer. Goldman Sachs has adopted procedures to address such conflicts. The particular procedures employed will depend on the circumstances of particular situations. For example, Goldman Sachs may determine to rely on information barriers between different Goldman Sachs business units or portfolio management teams or Goldman Sachs may determine to rely on the actions of similarly situated holders of loans or securities rather than taking such actions itself on behalf of the Advisory Account.

As a result of the various conflicts and related issues described above and the fact that conflicts will not necessarily be resolved in favor of the interests of particular Advisory Accounts, Advisory Accounts could sustain losses during periods in which Goldman Sachs and other Accounts (including Advisory Accounts) achieve profits generally or with respect to particular holdings in the same issuer, or could achieve lower profits or higher losses than would have been the case had the conflicts described above not existed. The negative effects described above may be more pronounced in connection with transactions in, or Advisory Accounts utilizing, small capitalization, emerging market, distressed or less liquid strategies.

Potential Conflicts Relating to Follow-On Investments

From time to time, Goldman Sachs (including PWM) will provide opportunities to clients (including Advisory Accounts) to make investments in Affiliated Products in which certain Advisory Accounts have already invested. Such follow-on investments can create conflicts of interest, such as the determination of the terms of the new investment and the allocation of such opportunities among Advisory Accounts. Follow-on investment opportunities may be available to clients with no existing investment in the Affiliated Product, resulting in the assets of an Advisory Account potentially providing value to, or otherwise supporting the investments of, other Advisory Accounts. Advisory Accounts may also participate in releveraging and recapitalization transactions involving Affiliated Products in which other Advisory Accounts have invested or will invest. Conflicts of interest in recapitalization transactions arise between Advisory Accounts with existing investments in an Affiliated Product and Advisory Accounts making an initial investment in the Affiliated Product, which have opposing interests regarding pricing and other terms.

Considerations Relating to Information Held by Goldman Sachs

Goldman Sachs has adopted certain information barriers and other policies designed to address the sharing of information between different businesses within Goldman Sachs and within GS&Co. As a result of information barriers, PWM generally does not have access, or has limited access, to information and Personnel in other areas of Goldman Sachs, and generally will not manage the Advisory Accounts with the benefit of information held by these other areas. Goldman Sachs, due to its access to, and knowledge of, funds, markets and securities based on its prime brokerage and other businesses, may make decisions based on information or take (or refrain from taking) actions with respect to interests in investments of the kind held (directly or indirectly) by Advisory Accounts in a manner that will be adverse to Advisory Accounts and Goldman Sachs will not have any obligation to share information with PWM. In addition, regardless of the existence of information barriers, Goldman Sachs will not have any obligation to make available any information regarding its trading activities, strategies or views, or the activities, strategies or views used for other Accounts for the benefit of Advisory Accounts. Different areas of PWM and Goldman Sachs may take views, and make decisions or recommendations, that are different than other areas of PWM and Goldman Sachs. To the extent that Advisory Personnel have access to fundamental analysis or other information developed by Goldman Sachs and its Personnel, Advisory Personnel will not be under any obligation to effect transactions on behalf of the Advisory Accounts in accordance with such analysis. Different Advisory Personnel within PWM may make decisions based on information or take (or refrain from taking) actions with respect to Advisory Accounts they advise in a manner that may be different than or adverse to other Advisory Accounts. Such teams may not share information with other portfolio management teams within PWM (or other areas of Goldman Sachs), including as a result of certain information barriers and other policies, and will not have any obligation to do so.

Goldman Sachs operates a business known as Goldman Sachs Securities Services ("GSS"), which provides prime brokerage, administrative and other services to clients that may involve investment funds in which Advisory Accounts have an interest or markets and securities in which Advisory Accounts invest. GSS and other parts of Goldman Sachs have broad access to information regarding the current status of certain markets, investments and funds and detailed information about fund operators that is not available to PWM. In addition, Goldman Sachs may act as a prime broker to one or more investment funds in which Advisory Accounts have an interest, in which case Goldman Sachs will have information concerning the investments and transactions of such investment fund that is not available to PWM. As a result of these and other activities, parts of Goldman Sachs may be in possession of information in respect of markets, investments, Affiliated Managers, Unaffiliated Managers, and investment funds, which, if known to PWM, might cause PWM to seek to dispose of, retain, or increase interests in investments held by Advisory Accounts or acquire certain positions on behalf of Advisory Accounts, or take other actions. Goldman Sachs will be under no obligation or fiduciary or other duty to make any such information available to PWM or personnel involved in decision-making for Advisory Accounts.

Goldman Sachs May Act in Multiple Commercial Capacities

Goldman Sachs provides various services to Advisory Accounts or to companies or affiliated or unaffiliated investment funds in which Advisory Accounts have an interest, which results in fees, compensation and remuneration, as well as other benefits to Goldman Sachs. In addition, Goldman Sachs may act as broker, dealer, agent, lender or advisor or in other commercial capacities for Advisory Accounts or companies or affiliated or unaffiliated investment funds in which Advisory Accounts have an interest. An example of this is that a company in which an Advisory Account has an interest may hire Goldman Sachs to provide underwriting, merger advisory, other financial advisory, placement agency, foreign currency hedging, research, asset management services, brokerage services or other services to the company. In connection with providing such services, Goldman Sachs may take commercial steps in its own interests, or may advise the parties to which it is providing services to take actions or engage in transactions, which may have an adverse effect on Advisory Accounts. For example, Goldman Sachs, through its investment banking division, may advise a company to make changes to its capital structure the results of which would be a reduction in the value or priority of a security held by one or more Advisory Accounts. Actions taken or advised to be taken by Goldman Sachs in connection with other types of transactions may also result in adverse consequences for Advisory Accounts. Providing such services to the Advisory Accounts and companies and affiliated or unaffiliated investment funds in which they invest may enhance Goldman Sachs' relationships with various parties, facilitate additional business development and enable Goldman Sachs to obtain additional business and generate additional revenue. Advisory Accounts will not be entitled to compensation related to any such benefit to businesses of Goldman Sachs or PWM.

Goldman Sachs' activities on behalf of its clients may also restrict investment opportunities that may be available to Advisory Accounts. For example, Goldman Sachs is often engaged by companies as a financial advisor, or to provide financing or other services, in connection with commercial transactions that may be potential investment opportunities for Advisory Accounts. There may be circumstances in which Advisory Accounts are precluded from participating in such transactions as a result of Goldman Sachs' engagement by such companies. Goldman Sachs reserves the right to act for these companies in such circumstances, notwithstanding the potential adverse effect on Advisory Accounts.

Diverse Interests of Investors in Affiliated Products

The various types of investors in and beneficiaries of Affiliated Products, including Goldman Sachs and its affiliates, may have conflicting investment, tax and other interests with respect to their interest in the Affiliated Products. When considering a potential investment for an Affiliated Product, Goldman Sachs will generally consider the investment objectives of the Affiliated Product, not the investment objectives of any particular investor or beneficiary. Goldman Sachs may make decisions, including with respect to tax matters, from time to time that may be more beneficial to one type of investor or beneficiary than another, or to PWM and its affiliates than to investors or beneficiaries unaffiliated with PWM. In addition, Goldman Sachs may face certain tax risks based on positions taken by an Affiliated Product, including as a withholding agent. Goldman Sachs reserves the right on behalf of itself and its affiliates to take actions adverse to the Affiliated Product or other Accounts in these circumstances, including withholding amounts to cover actual or potential tax liabilities.

Valuation

GS&Co. performs certain valuation services related to securities and assets in Advisory Accounts according to its valuation policies and may value an identical asset differently from another division or unit within Goldman Sachs, or differently from another Account or Advisory Account, including because such other division or unit has information or uses valuation techniques and models that it does not share with PWM. This is particularly the case in respect of difficult-to-value assets. PWM may face a conflict with respect to valuations generally because of their effect on GS&Co.'s fees and other compensation. In addition, to the extent PWM utilizes third-party vendors to perform certain valuation functions, these vendors may have interests and incentives that differ from those of the Advisory Accounts.

Goldman Sachs-Sourced Investment Opportunities

Goldman Sachs businesses outside of PWM are under no obligation to provide investment opportunities to Advisory Accounts, and generally are not expected to do so. Opportunities not allocated to Advisory Accounts may be undertaken by Goldman Sachs, including for Goldman Sachs accounts, or made available to other Accounts or third parties.

Voting

For a discussion of who is responsible for voting securities in Advisory Accounts, please refer to Item 17, Voting Client Securities.

<u>Managing Multiple Advisory Accounts</u>

GS&Co. and its Advisory Personnel manage multiple Advisory Accounts, including Advisory Accounts in which Goldman Sachs and its Personnel have an interest, that pay different fees based on a client's particular circumstances, including the size of the relationship and required service levels. This creates an incentive to allocate investments with limited availability to the accounts for which GS&Co. and its Advisory Personnel receive higher fees. Such investments may include local emerging markets securities, high yield securities, fixed-income securities, interests in alternative investment funds, MLPs and Initial Public Offerings/New Issues ("IPOs").

To address these potential conflicts, GS&Co. has adopted allocation policies and procedures that provide that Advisory Personnel allocate investment opportunities among Advisory Accounts consistent with their fiduciary obligations. In some cases, these policies and procedures may result in the pro rata allocation (on a basis determined by GS&Co.) of limited opportunities across eligible Advisory Accounts. In other cases, the allocations reflect the consideration of numerous other factors including, but not limited to, those described below. The allocation methodology may vary based on the type of investment opportunity. In some cases, Advisory Accounts managed by different teams of Advisory Personnel are generally viewed separately for allocation purposes.

Advisory Personnel make allocation-related decisions by reference to one or more factors, including, without limitation, the client's overall relationship with GS&Co.; account investment objectives, investment horizon, financial circumstances and risk tolerance; timing of client's subscription to or indication of interest in the investment; the capacity of the investment; tax sensitivity of accounts; the client's domicile; the nature of the investment opportunity; cash and liquidity considerations, including, without limitation, availability of cash for investment; relative sizes and expected future sizes of applicable Advisory Accounts; availability of other appropriate investment opportunities; legal and regulatory restrictions affecting certain Advisory Accounts, including client eligibility; minimum denomination, minimum increments, *de minimis* threshold and round lot considerations; client-specific investment guidelines and restrictions; and current investments made by clients that may be similar to the applicable investment opportunity.

There may be some instances where certain Advisory Accounts receive an allocation while others do not, and preferential allocations may be given to clients with a proven interest or expertise in a certain sector, company or industry. Additionally, Private Wealth Advisors, as part of their investment style, may choose not to participate in IPOs for any clients, or may choose to offer participation to only a small group of clients based upon criteria, such as assets under management, or may choose to adopt another methodology. From time to time, GS&Co. may make allocations to certain Advisory Accounts before other Advisory Accounts based on a rotational system designed to preclude the favoring of any one Advisory Account over another. To the extent a given Advisory Account trades behind other Advisory Accounts within the rotation system, it is possible that such Advisory Account may suffer adverse effects depending on market conditions.

GS&Co., or its affiliates, under limited circumstances, uses model portfolios and research or research lists, including those provided by GSAM or third parties, when managing Advisory Accounts. Prior to Advisory Personnel having had the chance to evaluate or act upon the recommendations in any model portfolio, other accounts, including those advised by the adviser providing the model portfolio and other Personnel, may have already begun to trade based upon the recommendations in the model portfolio. As a result, trades ultimately placed on behalf of Advisory Accounts based upon the model portfolio may be subject to price movements, particularly with large orders or thinly traded securities. This may result in the Advisory Accounts receiving prices for transactions that are less favorable than the prices for transactions obtained for the model portfolio adviser's clients. This could occur because of time zone differences or other reasons that cause orders to be placed at different times.

Firm Policies and Regulatory Restrictions Affecting Advisory Accounts

GS&Co. may restrict its investment decisions and activities on behalf of an Advisory Account in various circumstances, including as a result of applicable regulatory requirements, information held by Goldman Sachs, Goldman Sachs' internal policies and/or potential reputational risk in connection with Accounts (including Advisory Accounts). As a result, GS&Co. might not engage in transactions for, or recommend transactions to, an Advisory Account, or may reduce an Advisory Account's position in an investment with limited availability to create availability for an Advisory Account managed in the same strategy, in consideration of Goldman Sachs' activities outside the Advisory Account. For example, GS&Co. may restrict or limit the amount of an Advisory Account's investment where exceeding a certain aggregate amount could require a filing or a license or other regulatory or corporate consent, which could, among other things, result in additional costs and disclosure obligations for Goldman Sachs, including GS&Co. GS&Co. may also reduce a particular Advisory Account's interest in an investment opportunity that has limited availability so that other Advisory Accounts that pursue similar investment strategies may be able to acquire an interest in the investment opportunity. In addition, GS&Co. is not permitted to obtain or use material nonpublic information in effecting purchases and sales in public securities transactions for Advisory Accounts. Restrictions may be imposed on particular Advisory Accounts and not on other Accounts (including other Advisory Accounts). GS&Co. may also limit an activity or transaction engaged in on behalf of a particular Advisory Account, and may limit its exercise of rights on behalf of the Advisory Account for reputational or other reasons, including (i) where Goldman Sachs is providing (or may provide) advice or services to an entity involved in such activity or transaction, (ii) where Goldman Sachs or an Account is or may be engaged in the same or a related transaction to that being considered on behalf of the Advisory Account, or (iii) where Goldman Sachs or another Account has an interest in an entity involved in such activity or transaction that could affect Goldman Sachs, GS&Co. or their activities. GS&Co. may restrict its investment decisions and activities on behalf of particular Advisory Accounts and not other Accounts (including other Advisory Accounts). Goldman Sachs may become subject to additional restrictions on its business activities that could have an impact on the Advisory Accounts' activities. GS&Co. may restrict its investment decisions and activities on behalf of particular Advisory Accounts and not other Accounts (including other Advisory Accounts).

Item 12 - BROKERAGE PRACTICES

Broker-Dealer Selection and Directed Brokerage

Investment advisory services provided by GS&Co. are generally available only to clients who have directed GS&Co. to execute transactions for their Advisory Accounts through Goldman Sachs. As a result, substantially all transactions for Advisory Accounts (excluding fixed income advisory) are executed by Goldman Sachs. These transactions may be effected by Goldman Sachs as agent or principal. By directing brokerage to Goldman Sachs, GS&Co. may not always be able to achieve the most favorable execution for client transactions and clients may pay higher transaction costs or receive less favorable pricing as a result. Clients should understand that not all advisers require their clients to direct brokerage.

In certain circumstances, GS&Co. may decide to execute transactions through a broker-dealer that is not affiliated with Goldman Sachs. Where GS&Co. selects a broker-dealer other than Goldman Sachs to execute transactions for an Advisory Account, it does so consistent with its best execution policies and procedures, willingness to commit capital, creditworthiness and financial stability, clearance and settlement capability and the provision of research and other services. Accordingly, transactions will not always be executed at the lowest available price or transaction cost.

Aggregation of Trades

GS&Co. seeks to execute orders for its Advisory Accounts fairly and equitably over time. GS&Co. follows policies and procedures pursuant to which it may combine or aggregate purchase or sale orders for the same security for multiple clients (sometimes called “bunching”) so that the orders can be executed at the same time. GS&Co. may also determine whether to permit the executing broker (whether GS&Co. or an unaffiliated broker) to trade along with client orders, subject to applicable law. The particular procedures followed by GS&Co. may differ depending on the particular strategy or type of investment.

GS&Co. and its advisory affiliates do not bunch or aggregate orders for different accounts, or net buy and sell orders for the same account, whether acting as adviser or custodian, if portfolio management decisions relating to the orders are made separately, or if bunching, aggregating or netting is not practicable from GS&Co.’s operational or other perspective. Where transactions for a client’s account are not aggregated with orders for other accounts or netted against orders for its own account, the client may not benefit from a better price or lower execution charge or transaction cost.

GS&Co. generally allocates the securities purchased, or proceeds of a sale, from a bunched order among the participating accounts in the manner indicated on the order. If the order is filled at several different prices through multiple trades, generally all participating accounts receive the average price and pay the average commission, subject to odd lots, rounding, and market practice. Advisory Accounts may not be charged the same commission or commission equivalent rates in a bunched or aggregated order. When a bunched order is partially filled for an Advisory Account, securities must be allocated proportionately based upon the relative size of the particular client’s pre-trade designation subject to odd-lots, minimum denomination requirements or other circumstances where it would be impractical or not in the client’s best interest to provide a partial allocation.

Item 13 - REVIEW OF ACCOUNTS

Review of Accounts

GS&Co. regularly monitors the trading in Advisory Accounts for, among other things, transactions that are outside a client’s investment guidelines. Region Heads, or their delegates, in consultation with the responsible Private Wealth Advisors, conduct periodic reviews of Advisory Accounts to monitor for various factors that may affect the management of the Advisory Account, including changes to the client's investment objectives, financial circumstances, portfolio performance, investment guidelines and investment concentrations. Additionally, GS&Co. periodically communicates with clients to ascertain whether there have been any changes in the client's financial circumstances or objectives that warrant a change in the management of the client's assets.

Private Wealth Advisors may also perform reviews of Advisory Accounts as appropriate in response to particular events, such as changes in market conditions, a client's financial circumstances, or investment objectives and policies, or in response to a request by a client.

Client Reports

GS&Co. provides clients with written reports regarding their Advisory Accounts on a periodic (generally, monthly) basis. These reports generally include a summary of all activity in the accounts, including all purchases and sales of securities and any debits and credits to the account, a summary of holdings including a portfolio valuation, and the change in value of the Advisory Account from the end of the prior month.

Item 14 - CLIENT REFERRALS AND OTHER COMPENSATION

From time to time, GS&Co. may make cash payments to third parties for referring clients to GS&Co., consistent with applicable laws, including Rule 206(4)-3 under the Advisers Act. The compensation arrangements generally are based on a percentage of the advisory fees paid to GS&Co. by the referred clients and are disclosed to clients. In addition, from time to time, GS&Co. may also compensate employees of GS&Co. and its affiliates for client referrals pursuant to applicable laws.

Item 15 - CUSTODY

GS&Co., in its capacity as a broker-dealer, generally custodies the funds and securities in Advisory Accounts. However, clients also may enter into separate custody agreements to maintain client funds and securities with other unaffiliated qualified custodians.

Clients who custody funds and securities with GS&Co. receive periodic (generally, monthly) account statements from GS&Co. Clients who custody funds and securities away from GS&Co. receive account statements directly from their qualified custodian as well as account statements and performance reports from GS&Co. Clients should understand that the statements received from the custodian of their funds or securities are the official records for the Advisory Account. Clients are urged to compare the account statements that they receive from their qualified custodian with any that they receive from GS&Co.

Item 16 - INVESTMENT DISCRETION

GS&Co. accepts discretionary investment authority to manage Advisory Accounts on a client's behalf and at the client's risk. Clients who choose to grant GS&Co. discretion are required to sign an investment advisory agreement and complete account opening documentation appointing and authorizing GS&Co. to supervise and direct the investment of assets in the Advisory Account.

GS&Co.'s discretionary authority is limited by the terms of its investment advisory agreements and any written investment guidelines, including reasonable restrictions agreed to between GS&Co. and each client.

In order to engage in certain transactions on behalf of Advisory Accounts, GS&Co. will be subject to (or cause Advisory Accounts to become subject to) the rules, terms and/or conditions of any venues through which it trades securities, derivatives or other instruments. The rules, terms and/or conditions of any such venue may result in GS&Co. (and/or the Advisory Accounts) being subject to, among other things, margin requirements, additional fees and other charges, disciplinary procedures, reporting and recordkeeping, position limits and other restrictions on trading, settlement risks and other related conditions on trading.

Item 17 - VOTING CLIENT SECURITIES

GS&Co. does not accept authority to vote client securities held in Advisory Accounts. It is GS&Co.'s policy that clients must vote securities held in their Advisory Account directly, appoint or instruct the custodian, if other than GS&Co., holding such securities as nominee to do so, or appoint an unaffiliated provider of proxy voting services to vote proxies in connection with certain securities on the client's behalf. Clients are responsible for voting proxies on securities or matters on which their proxy voting service provider, or the custodian, if applicable, declines to vote. GS&Co. does not render any advice with respect to a particular proxy solicitation.

GS&Co. does not render any advice or take any action with respect to securities or other property currently or formerly held in Advisory Accounts or the issuers thereof that become the subject of any legal proceedings, including bankruptcies and class actions.

If GS&Co. is custodian, it forwards proxy materials for U.S. listed securities directly to clients or their selected proxy voting service provider, if applicable, and notices for class actions and other legal proceedings directly to clients or their appointed agent. GS&Co. recommends that clients promptly review these materials, as they identify important deadlines and may require action on the client's part. Clients who do not custody assets with GS&Co. are encouraged to contact their unaffiliated custodians to ensure that the clients receive such materials. GS&Co. is not required to notify unaffiliated custodians or clients who use unaffiliated custodians of proxy notices, shareholder class action lawsuits and similar matters related to securities held in their Advisory Accounts.

Item 18 - FINANCIAL INFORMATION

Not applicable.

Item 19 – REQUIREMENTS FOR STATE-REGISTERED ADVISERS

Not applicable.

GLOSSARY

As used in this Brochure, these terms have the following meanings.

"Accounts" means Goldman Sachs' own accounts, accounts in which Personnel have an interest, Goldman Sachs' clients and Affiliated Products that Goldman Sachs sponsors, manages and advises.

"Advisers Act" means the Investment Advisers Act of 1940, as amended.

"Advisory Accounts" means accounts for which PWM serves as investment adviser.

"Advisory Personnel" means collectively Private Wealth Advisors and Portfolio Management Teams.

"Affiliated Managers" means Managers that are affiliated with Goldman Sachs.

"Affiliated Manager Option" means the option for Retirement Plan Accounts to choose participating Managers comprised exclusively of Affiliated Managers.

"Affiliated Products" means securities issued by Goldman Sachs or its affiliates, including structured investments, and separately managed accounts and pooled vehicles managed by Goldman Sachs.

"Agency Trading Option" means an alternative trading option under which fixed income trades for certain fixed income strategies managed by Advisory Personnel generally are executed by GS&Co. on an agency basis.

"AIMS Long Only Group" means the Long Only group, which is part of the Alternative Investments & Manager Selection group within GSAM.

"ARS" means auction rate securities.

"Ayco" means The Ayco Company, L.P.

"Bank Deposit" means the bank deposit accounts offered through GS Bank, which operate as a cash sweep account for certain clients.

"BHCA" means the Bank Holding Company Act of 1956, as amended.

"Brochure" means GS&Co.'s Form ADV Part 2A.

"CASP" means the Comprehensive Advisory Services Program fee pricing model in which clients pay an account advisory fee for PWM's advisory services and separate fees and charges for portfolio manager fees and Execution Charges.

"CFTC" means the Commodity Futures Trading Commission.

"Code" means the GS&Co. Code of Ethics.

"Commissions" means the amount charged by a broker for purchasing or selling securities or other investments as an agent for the client, as disclosed on the client's trade confirmations.

"Commission Equivalents" means the amount charged by a dealer for purchasing or selling securities or other investments in certain riskless principal transactions.

"CPO" means commodity pool operator.

"CTA" means commodity trading advisor.

"ECNs" means electronic communication networks, alternative trading systems, and other similar execution or trading systems or venues.

"ERISA" means the Employee Retirement Income Security Act of 1974, as amended.

"ETFs" means exchange-traded funds.

"Execution Charges" means commissions, commission equivalents, mark-ups, mark-downs or spreads.

"Execution Charge Waived Strategies" means eligible fixed income strategies and any other investment strategies managed by Advisory Personnel for which GS&Co. has determined, or may in the future determine, to waive commissions and/or mark-ups/mark-downs from time to time.

"External Products" means products managed, sponsored, advised or issued by investment managers or organizations that are not affiliated with GS&Co.

"FCM" means futures commission merchant.

"FDIC" means the Federal Deposit Insurance Corporation.

"FINRA" means the Financial Industry Regulatory Authority.

"Funds" means an investment company or pooled vehicle, including ETFs.

"Fund Strategies" means the Advisory Mutual Fund Strategies program.

"GOAS" means Goldman Sachs Options Advisory Services.

"Goldman Sachs" means The Goldman Sachs Group, Inc., GS&Co. and their respective affiliates, directors, partners, trustees, managers, members, officers and employees.

"GSAM" means Goldman Sachs Asset Management, L.P., an investment adviser registered with the SEC, and an affiliate of GS&Co.

"GSAMI" means Goldman Sachs Asset Management International, a registered investment adviser with the SEC and an affiliate of GS&Co.

"GSAM ETFs" means ETFs for which GSAM or its affiliates act as investment adviser.

"GS&Co." means Goldman Sachs & Co. LLC, a registered broker-dealer and investment adviser with the SEC.

"GS Bank" means Goldman Sachs Bank USA.

"GSEC" means Goldman Sachs Execution & Clearing, L.P.

"GSI" means Goldman Sachs International.

"GSIS" means GS Investment Strategies, LLC.

"GSS" means Goldman Sachs Securities Services.

"GSTC" means The Goldman Sachs Trust Company, N.A.

“GSTD” means The Goldman Sachs Trust Company of Delaware.

“HFS” means Goldman Sachs Hedge Fund Strategies LLC.

“Index” means a stock market or other index.

“IPOs” means initial public offerings and new issues.

“IRC” means the Internal Revenue Code of 1986, as amended.

“ISG” means the Investment Strategy Group.

“Managed Account Strategies” means GS&Co.’s wrap fee program.

“Managers” means an investment manager that manages client assets on a discretionary basis under one or more investment strategies.

“Mark-ups” means the price charged to a client, less the prevailing market price, which is included in the price of the security.

“Mark-downs” means the prevailing market price of a security, less the amount a dealer pays to purchase the security from the client, which is included in the price of the security.

“MBD” means the Merchant Banking Division of GS&Co.

“MLPs” means master limited partnerships.

“ODD” means the Options Disclosure Document.

“OTC” means over-the-counter.

“Personnel” means personnel of Goldman Sachs, including Advisory Personnel.

“Portfolio Management Teams” means the teams of portfolio management personnel within PWM.

“Principal Transactions” means transactions where GS&Co., on behalf of Advisory Accounts, engages in a transaction with Goldman Sachs, in its own name.

“Private Wealth Advisor” means PWM personnel responsible for managing client relationships.

“PWM” means the Private Wealth Management group of GS&Co.

“Reference Options” means, in connection with GOAS, the over-the-counter options transactions that GS&Co. (or an affiliate) enters into with third parties to hedge their obligations to clients.

“Research” means research or research lists published by Goldman Sachs.

“Retirement Plans” means individual retirement accounts under IRC Section 408 or 408A, tax-qualified retirement plans (including Keogh plans) under IRC Section 401(a) and pension plans and other employee pension benefit plans subject to ERISA.

“Riskless Principal Transactions” mean transactions in which a dealer, after having received an order to buy from a client, purchases the security from another person to offset a contemporaneous sale to the client or, after having received an order to sell from a client, sells the security to another person to offset a contemporaneous purchase from the client.

“SD” means swap dealer.

“SEC” means the U.S. Securities and Exchange Commission.

“Spread” means the difference between the current purchase or bid price (that is, the price someone is willing to pay) and the current ask or offer price (that is, the price at which someone is willing to sell).

“Structured Investments” may include structured notes, certificates of deposits, warrants, ownership units and other types of investment interests, whose return is dependent on the returns of one or more referenced assets, including, but not limited to, securities, indices and/or commodities.

“Tactical Tilts” means tactical investment ideas generally derived from short-term market views.

“Third-Party Funds” means mutual funds and ETFs that are managed, sponsored or advised by investment managers or organizations that are not affiliated with Goldman Sachs.

“Unaffiliated Managers” means Managers that are unaffiliated with Goldman Sachs (including where Goldman Sachs-advised accounts hold equity, profits or other interests in investment advisers that Goldman Sachs does not control).

“Unaffiliated Manager Option” means the option for Retirement Plan Accounts to choose participating managers comprised exclusively of Unaffiliated Managers.

“VRDN” means Variable Rate Demand Notes

“VRDO” means Variable Rate Demand Obligations.

“Wrap Fee Program Brochure” (also referred to as Appendix 1 to this Brochure).

“WS Service” means the Wealth Strategist Services.

Appendix A: PWM Fee Schedule

These fees are subject to change and negotiation. See Item 5, Fees and Compensation – Fees for Advisory Services.

1. Strategy Based Advisory Fee Model

A. Index Oriented – ETF Strategies

Index Oriented – ETF Strategies	Annual Fee
$0-$10 million	1.400%
$10-$25 million	0.800%
$25-$50 million	0.700%
$50-$100 million	0.600%
$100-$250 million	0.550%
$250-$500 million	0.500%
More than $500 million	0.450%

B. Equity and Preferred Securities Strategies

Equity and Preferred Securities Strategies	Annual Fee
$0-$10 million	1.750%
$10-$25 million	1.150%
$25-$50 million	1.050%
$50-$100 million	0.950%
$100-$250 million	0.950%
$250-$500 million	0.00850%
More than $500 million	0.850%

C. Structured Investment Strategies

Structured Investment Strategies	Annual Fee
$0-$10 million	1.900%
$10-$25 million	1.700%
$25-$50 million	1.600%
$50-$100 million	1.500%
$100-$250 million	1.400%
$250-$500 million	1.300%
More than $500 million	1.200%

D. Goldman Sachs Option Advisory Services ("GOAS") Strategies

Goldman Sachs Option Advisory Services ("GOAS") Strategies	Annual Fee
$0-$10 million	1.250%
$10-$25 million	1.150%
$25-$50 million	1.100%
$50-$100 million	1.050%
$100-$250 million	1.000%
$250-$500 million	0.950%
More than $500 million	0.900%

E. US Dollar Fixed Income Strategies-- Corporate/Government/Municipal (other than Short and Ultra Short Duration)

	Annual Fee
$0-$10 million	0.750%
$10-$25 million	0.550%
$25-$50 million	0.500%
$50-$100 million	0.450%
$100-$250 million	0.400%
$250-$500 million	0.350%
More than $500 million	0.300%

F. US Dollar Denominated Fixed Income Strategies – Corporate/Government/Municipal (Short and Ultra Short Duration)

	Annual Fee
$0-$10 million	0.500%
$10-$25 million	0.450%
$25-$50 million	0.450%
$50-$100 million	0.400%
$100-$250 million	0.350%
$250-$500 million	0.300%
More than $500 million	0.300%

G. Non-US Dollar Denominated Fixed Income Strategies

	Annual Fee
$0-$10 million	1.000%
$10-$25 million	0.700%
$25-$50 million	0.600%
$50-$100 million	0.500%
$100-$250 million	0.450%
$250-$500 million	0.450%
More than $500 million	0.450%

H. Advisory Mutual Fund Strategies Program

Clients who participate in the Advisory Mutual Fund Strategies Program pay the following investment advisory fees on their investments in participating funds:

Equity Asset Class	Annual Fee
Active Core Equity	0.50%
Active Satellite Equity, Real Estate Equity	0.55%
All/SMid Equity	0.55%
Dynamic Equity	0.65%

Fixed Income Asset Class	Annual Fee
Core Fixed Income	0.35%
Multi-Sector Fixed Income	0.40%
Non-Investment Grade Fixed Income	0.50%

I. Clients who also invest in the wrap program (affiliated or unaffiliated portfolio manager) pay fees outlined in the GS&Co. Managed Account Strategies Brochure.

J. Clients whose accounts are managed by an affiliated portfolio manager pay fees outlined in the affiliated portfolio manager's Brochure.

2. Comprehensive Advisory Services Program Fee Model

A. Asset Level — Annual Fee

First $10 million	1.000%
Next $15 million	0.800%
Next $25 million	0.700%
Next $50 million	0.600%
Next $150 million	0.50%
Next $250 million	0.450%
More than $500 million	0.400%

There is a minimum annual advisory fee of $50,000 to participate in the Comprehensive Advisory Services Program.

B. CASP Affiliated Portfolio Manager Fee for GS&Co. or Affiliates

In addition to the CASP advisory fees set forth above, clients who participate in CASP are subject to portfolio manager fees for strategies managed by GS&Co. or its affiliates as set forth below.

Strategy	Annual Fee
Index Oriented - Tax Advantaged Core Strategies	0.450%
Fixed Income	0.400%
Non-Investment Grade Debt	0.600%
Large Cap Equity	0.600%
Mid Cap Equity	0.650%
Small Cap Equity	0.900%
Dynamic Equity	1.000%
Real Estate Equity	0.650%
Master Limited Partnerships	0.850%
Structured Investment Strategies	0.500%
GOAS	0.500%

C. Clients who also invest in the wrap program through an unaffiliated portfolio manager pay fees outlined in the GS&Co. Managed Account Strategies Brochure.